EXHIBIT A

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY

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Counsel to the Plan Administrator

In re:

20230930-DK-BUTTERFLY-1, INC. f/k/a Bed Bath & Beyond, Inc., et.al., 1

Debtors.

MICHAEL GOLDBERG, as Plan Administrator for 20230930-DK-BUTTERFLY-1, INC. f/k/a Bed Bath & Beyond, Inc.,

Plaintiff,

v.

INTERNAL REVENUE SERVICE, an agency of the United States of America,

Defendant.

Chapter 11

Case No. 23-13359 (VFP)

(Jointly Administered)

Adversary Proceeding No. 24-01533 (VFP)

¹ The last four digits of Debtor Bed Bath & Beyond, Inc.'s tax identification number are 0488. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtor's claims and noticing agent at https://restructuring.ra.kroll.com/bbby/.

AMENDED COMPLAINT

Michael Goldberg, in his capacity as Plan Administrator (the "Plan Administrator" or "Plaintiff") for 20230930-DK-Butterfly-1, Inc. f/k/a Bed Bath and Beyond, Inc.² and affiliated debtors (the "Debtors"), by and through undersigned counsel, files this amended adversary complaint against Defendant, Internal Revenue Service (the "IRS"), an agency of the United States of America, and alleges as follows:

Nature of the Action

1. The Plan Administrator brings this action on behalf of Debtors against Defendant to recover the overpayment of federal income tax plus accrued interest thereon that has been retained by Defendant under the Internal Revenue Code of 1986, as amended from time to time (the "IRC"). The Plan Administrator asserts various theories of recovery, including improper denial of the Debtors' claims for refund, turnover of property, unjust enrichment, and declaratory relief.

The Parties

- 2. The Plan Administrator is the sole representative of the Debtors and assumed responsibility for collecting assets of the bankruptcy estate, as more fully set forth in the Debtors' confirmed Chapter 11 Plan as discussed below.
 - 3. Defendant, IRS, is an agency of the United States of America.

Jurisdiction and Venue

4. The Court has jurisdiction to consider this matter under 28 U.S.C. §§ 157 and 1334, and 11 U.S.C. § 505(a).

² Pursuant to the Certificate of Amendment of the Certificate of Incorporation of Bed Bath & Beyond, Inc. which was filed with the State of New York Department of State on September 21, 2023, the name of the entity formerly known as "Bed Bath & Beyond, Inc." was changed to 20230930-DK-Butterfly, Inc.

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- 5. This is a core proceeding under 28 U.S.C. § 157(b).
- 6. Venue of these chapter 11 cases and this adversary proceeding in this district and before this Court is proper under 28 U.S.C. §§ 1408 and 1409.
- 7. The statutory and legal predicates for relief requested by this Complaint are sections 105, 505, 541, and 542 of title 11, United States Code (the "Bankruptcy Code") and Federal Rules of Bankruptcy Procedure 7001, *et. seq.*

Factual Background

A. General Case Background

- 8. On April 23, 2023, (the "<u>Petition Date</u>"), each of the Debtors commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code. The Debtors continued to operate their businesses and manage their assets as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code until the Effective Date of the Plan (each, as defined below). No trustee or examiner has been appointed in this case.
- 9. On September 14, 2023 (the "Confirmation Date"), the Court entered the Findings of Fact, Conclusions of Law, and Order (I) Approving the Disclosure Statement on a Final Basis and (II) Confirming the Second Amended Joint Chapter 11 Plan of Bed Bath & Beyond Inc. and its Debtor Affiliates [Doc. 2172] (the "Confirmation Order"), confirming the Second Amended Joint Chapter 11 Plan of Bed Bath & Beyond Inc. and Its Debtor Affiliates [Doc. 2160] (as amended, the "Plan").
- 10. On September 29, 2023, the effective date of the Plan occurred (the "<u>Effective</u> <u>Date</u>"). *See* Docket No. 2311. On the Effective Date, the Plan Administrator became the sole representative of the Debtors and assumed responsibility for, *inter alia*, investigating, prosecuting

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and compromising any and all of the Debtors' claims and causes of action. See, e.g., Plan at Art. IV.F, VII.A.

B. BBB's Original Tax Returns and Refund Claims Filed With IRS

- 11. Prior to the commencement of these bankruptcy cases, the Debtor formerly known as Bed Bath & Beyond, Inc. ("BBB") was a leading retailer that operated retail stores and ecommerce websites throughout the United States.
- 12. BBB timely filed Form 1120, *U.S. Corporation Income Tax Return* (the "2018 Tax Return") for its taxable period ending March 3, 2018 (the "2018 Tax Year").
- 13. BBB timely filed Form 1120, *U.S. Corporation Income Tax Return* (the "2019 Tax Return") for its taxable period ending March 2, 2019 (the "2019 Tax Year"). The 2018 Tax Return and 2019 Tax Return are collectively referred to as the "Original Tax Returns" and the 2018 Tax Year and 2019 Tax Year are collectively referred to as the "Tax Years".
- 14. On the Original Tax Returns, BBB claimed enhanced charitable contributions deductions for charitable contributions of inventory made during the Tax Years pursuant to § 170(e)(3) of the IRC. Due to the charitable contribution limitation of 10% of taxable income, BBB was not able to fully deduct the charitable contributions it made on the Original Tax Returns.
- 15. Prior to the Tax Years, the IRS conducted an examination of BBB's taxable year ending February 28, 2016 (the "Prior Examination"), as a result of which the IRS and BBB entered into a Memorandum of Understanding explained on Form 886-A pursuant to which the IRS allowed the charitable contribution deductions subject to certain adjustments to the enhanced valuation of BBB's charitable contributions for such taxable year.
- 16. As a result of the Prior Examination, the IRS reviewed BBB's current charitable contribution deduction for its 2017 taxable year and the 2018 Tax Year and made corresponding

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adjustments to these returns to apply a similar valuation methodology to that agreed upon in the Prior Examination.

- 17. The IRS adjusted the non-cash current charitable deduction by \$12,236,189 for the 2017 taxable year, and by \$10,130,982 for the 2018 Tax Year. The IRS made no further adjustments to BBB's current charitable contributions for these periods.
- 18. On December 15, 2022, BBB timely filed Form 1120X, *Amended U.S. Corporation Income Tax Return*, for the 2018 Tax Year, representing BBB's refund claim for that period (the "2018 Refund Claim").
- 19. On Form 1125-A (Cost of Goods Sold) attached to its 2018 Refund Claim, BBB did not adjust its beginning inventory of \$2,800,263,882 or its purchases of \$9,077,421,012. The only change reported by BBB was the adjustment of other costs from (\$1,566,227,422) to (\$1,481,069,902), which resulted in an increase in the cost of goods sold in the amount of \$85,157,520, reflecting the cost basis of donated inventory.
- 20. The 2018 Tax Return and the 2018 Refund Claim confirm that the opening inventory was \$2,800,263,882 and the inventory at the end of the year was \$2,700,252,851.
- 21. Thus, as is evident from Form 1125-A, BBB disposed (either by sale or donation) of substantially all of its inventory purchases during the 2018 Tax Year.
- 22. The 2018 Refund Claim made a corresponding reduction of the charitable contribution deduction in the amount of \$8,275,882.
- 23. The 2018 Refund Claim sought a refund of overpaid income tax in the amount of \$13,637,620, plus accrued interest (the "2018 Refund").
- 24. On May 25, 2023, BBB timely filed Form 1120X, *Amended U.S. Corporation Income Tax Return*, for the 2019 Tax Year, representing BBB's refund claim for that period (the

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"2019 Refund Claim"). The 2018 Refund Claim and 2019 Refund Claim are collectively referred to herein as the "Refund Claims" and are annexed hereto as Exhibit A and Exhibit B, respectively.

- 25. On the Form 1125-A attached to its 2019 Refund Claim, BBB did not adjust its beginning inventory of \$2,700,252,851 or its purchases of \$8,719,431,862. The only change reported by BBB was the adjustment of other costs from (\$1,202,530,517) to (\$1,182,570,246), which resulted in an increase in the cost of goods sold in the amount of \$19,960,271, reflecting the cost basis of donated inventory.
- 26. The 2019 Tax Return and the 2019 Refund Claim confirm that the opening inventory was \$2,700,252,851 and the inventory at the end of the year was \$2,512,666,849.
- 27. Thus, as is evident from Form 1125-A, BBB disposed (either by sale or donation) of substantially all of its inventory purchases during the 2019 Tax Year.
- 28. The 2019 Refund Claim sought refund of overpaid income tax in the amount of \$9,352,953, plus accrued interest (the "2019 Refund" and, together with the 2018 Tax Refund, the "Refunds").
- 29. The Refund Claims were filed to reduce the charitable contributions for donated inventory as a result of the application of Section 170(e)(1) of the IRC and Reg. §1.170A-1 instead of the enhanced deduction reported pursuant to Section 170(e)(3) of the IRC on the Original Tax Returns.
- 30. The Refund Claims otherwise conformed to the valuation agreed upon between BBB and the IRS in the Prior Examination.
 - 31. The Refund Claims state, in relevant part:

The taxpayer is relying on Notice 2008-90 guidance that permits a taxpayer who makes donations during a taxable year, that qualify for the enhanced

deduction under IRC Sec 170(e)(3), to elect³ whether to apply to some or all of such donations made during a taxable year, the special rules pursuant to IRC Sec. 170(e)(3) and the regulations thereunder (Treas. Reg. § 1.170A-4A) or, alternatively, apply the "general section 170 rules" in Treas. Reg. § 1.170A-1(c)(4) so that costs incurred in the year of contribution with respect to donated property, remain embedded in [cost of goods sold (COGS)] (thereby increasing the COGS deduction and reducing income) and would be deductible under IRC §162. (Emphasis added).

- 32. The Refund Claims set forth the grounds for which the Refunds were claimed and the facts that support them.
- 33. The IRS issued two notices of disallowance dated March 26, 2024 (the "Notices of Disallowance"), disallowing the Refund Claims in full. Copies of the Notices of Disallowance are attached hereto and incorporated herein as Exhibit C.

C. Section 170(e)(1), Section 170(e)(3) and the Regulations

- 34. Section 170 of the IRC generally permits a taxpayer to deduct any charitable contribution made within the taxable year, subject to certain restrictions.
- 35. One such restriction is Section 170(e)(1), which generally provides that the amount of any charitable contribution of ordinary income property must be reduced by the amount of ordinary gain which would have been recognized if the property contributed had been sold at its fair market value.
- 36. Thus, Section 170(e)(1) applies to ensure that the deduction for charitable contributions of inventory is limited, generally to the taxpayer's basis in the property.
- 37. Section 170(e)(3) of the Internal Revenue Code, however, provides an exception to the exception, and is commonly referred to as the "enhanced deduction."

³ Plaintiff's use of this verb, "elect," should not be construed as an admission or concession that the Refund Claims constitute an "election" or are subject to the "doctrine of election" as Defendant suggests. Similarly, the use of the phrase "deduction" after COGS is imprecise as COGS is an above-the-line adjustment to gross receipts to arrive at gross income before deductions are applied to arrive at taxable income.

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38. If a contribution qualifies under Section 170(e)(3), a taxpayer may enhance its deduction. In other words, Section 170(e)(3) operates to permit the taxpayer to claim a higher deduction than would otherwise be permitted under Section 170(e)(1).

39. If Section 170(e)(3) applies, and a taxpayer claims an enhanced deduction, Treas. Reg. § 1.170A-4A(c)(3) requires the taxpayer to make a corresponding decrease in its cost of goods sold, notwithstanding the rules of Reg. §1.170A-1(c)(4). This prevents a taxpayer from receiving a double benefit. In other words, this prevents the taxpayer from claiming a charitable contribution deduction and also receiving an above-the-line reduction from the cost of goods sold attributed to the donated inventory.

40. Reg. §1.170A-1(c)(4) provides, in relevant part:

Any such costs and expenses which are treated as part of cost of goods sold for the year of contribution, and any such costs and expenses which are properly deducted under section 162 or other section of the Code, are not to be treated under any section of the Code as resulting in any basis for the contributed property. Thus, for example, the contributed property has no basis for purposes of determining under section 170(e)(1)(A) and paragraph (a) of §1.170A-4 the amount of gain which would have been recognized if such property had been sold by the donor at its fair market value at the time of its contribution. (Emphasis added).

- 41. This means, in practice, that costs and expenses incurred in the year of contribution may be treated as part of COGS for the year of contribution, but those same costs may not then be treated as resulting in basis for the contributed property (which would result in another benefit, in the form of a charitable contribution deduction in the amount of BBB's basis from that same item of donated inventory).
- 42. Section 170(e) does not refer to the computation of the charitable contribution deduction under either Section 170(e)(1) or Section 170(e)(3) as an "election."

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- 43. Similarly, Reg. § 1.170A-4A(c)(3), Reg. §1.170A-1(c)(4) does not refer to the charitable contribution deduction computation under either Section 170(e)(1) or Section 170(e)(3) as an "election."
- 44. Section 170(e) does not require the taxpayer to demonstrate the date of purchase of each specific item of inventory contributed for purposes of computing the charitable contribution deduction under either Section 170(e)(1) or Section 170(e)(3).
- 45. Similarly, neither Reg. § 1.170A-4A(c)(3) nor Reg. §1.170A-1(c)(4) requires a taxpayer to demonstrate the date of purchase of each specific item of inventory contributed for purposes of computing the charitable contribution deduction under either Section 170(e)(1) or Section 170(e)(3).
- 46. Section 170(e) does not require the taxpayer to trace specific items of inventory contributed in computing the charitable contribution deduction under either Section 170(e)(1) or Section 170(e)(3).
- 47. Similarly, neither Reg. § 1.170A-4A(c)(3) nor Reg. §1.170A-1(c)(4) requires a taxpayer to trace its inventory contributed for purposes of computing the charitable contribution deduction under either Section 170(e)(1) or Section 170(e)(3).
- 48. Reg. §1.170A-4A(c)(3) and §1.170A-1(c)(4) (and Section 170(e)) operate merely to ensure that a taxpayer does not simultaneously receive a benefit (through COGS or a Section 162 deduction) and increase its basis for the same item of inventory which it can then claim as a charitable contribution deduction under Section 170(e).
- 49. BBB's Refund Claims result from the removal of the enhanced charitable contribution deduction computed under Section 170(e)(3), which necessitates an increase in the cost of goods sold for the cost basis of the donated inventory under Reg. § 1.170A-4A(c)(3).

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50. Neither BBB's Refund Claims nor the Original Tax Returns claim a double benefit under Section 170(e); rather, the Original Tax Returns claimed an enhanced charitable contribution under Section 170(e)(3), and BBB's Refund Claims simply result in a computational adjustment after removing the enhanced charitable contribution deduction claimed.

- 51. The examples set forth in Reg. §1.170A-1(c)(4) are instructive. Example 1 involves a taxpayer purchasing inventory in year 1 and donating it in year 2, and the taxpayer was permitted to deduct its cost as a charitable contribution in year 2. Example 2 involves a taxpayer purchasing inventory in year 2 and including it in cost of goods sold in year 2 rather than as a charitable contribution deduction. These examples confirm that BBB's Refund Claims correctly applied and followed the regulation, by including the contributed inventory in COGS rather than as a charitable contribution deduction.
- 52. The IRS has not challenged BBB's use of Section 170(e)(3) on the Original Tax Returns in either of the Tax Years, nor has the IRS alleged that BBB included any amounts for which the enhanced charitable contribution deduction was claimed in its cost of goods sold.
- 53. BBB's Refund Claims also are in conformance with the IRS' guidance in Notice 2008-90.
- 54. As BBB would not receive a double benefit if the Refund Claims are allowed, Reg. \$1.170A-1(c)(4) does not restrict the relief sought by BBB in this case. Rather, as a result of Reg. \$1.170A-4A(c)(3), removing the enhanced deduction claimed pursuant to Section 170(e)(3) results in a corresponding adjustment to BBB's COGS in the Tax Years, as stated in the Refund Claims.
- 55. To the best of BBB's knowledge, and as stated in the Refund Claims, none of the inventory contributed in the 2018 Tax Year and reported under Section 170(e) of the IRC was included in cost of goods sold on the Original Tax Return for the 2018 Tax Year.

56. To the best of BBB's knowledge, and as stated in the Refund Claims, none of the inventory contributed in the 2019 Tax Year and reported under Section 170(e) of the IRC was included in costs of goods sold on the Original Tax Return for the 2019 Tax Year.

D. Notice 2008-90 and Intent of Section 170(e)

- 57. BBB's Refund Claims are consistent with the IRS's published guidance on the contribution of inventory property, as articulated in IRS Notice 2008-90.
- 58. Notice 2008-90 states, in relevant part: "For a particular qualified contribution of inventory property under § 170(e)(3) that otherwise satisfies the requirements of § 170 and the relevant regulations, the Service will not challenge a taxpayer's computation of the deductible amount and the required adjustment to cost of goods sold under either (1) § 170(e)(3) and § 1.170A-4A(c), or (2) § 170(e)(1) and § 1.170A-1(c)."
- 59. BBB's inventory contributions, as reported on the Original Tax Returns were "qualified contributions" under Section 170(e)(3).
- 60. BBB's inventory contributions, as reported on the Original Tax Returns, satisfy the requirements of Section 170 and the underlying regulations.
- 61. The IRS did not disallow the Refund Claims on the grounds that BBB's 2018 and 2019 inventory contributions were not "qualified contributions" under Section 170(e)(3).
- 62. The IRS has not suggested, at any time (including in this proceeding), that BBB's 2018 and 2019 inventory contributions were not "qualified contributions" under Section 170(e)(3).
- 63. The IRS did not challenge BBB's computation of its charitable contribution deduction under Section 170(e)(3), Reg. § 1.170A-4A(c) or Reg. § 1.170A-1(c)(4) for the inventory contributed in the Tax Years.

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64. The IRS has not suggested, at any time (including in this proceeding), that BBB's computation of the charitable contribution deduction for the inventory contributed in the Tax Years was incorrect under Section 170(e)(3), Reg. § 1.170A-4A(c) or Reg. § 1.170A-1(c)(4).

65. Instead, the Notice of Disallowance attempts to impose an additional requirement on BBB that is not present in Section 170, Reg. § 1.170A-4A(c) or Reg. § 1.170A-1(c)(4). Such a requirement would not only be unnecessarily burdensome, contrary to IRS published guidance, *see T.D.* 7807, 1982-1 C.B. 41., but it also is not a required element of the IRC or corresponding regulations and is also not a published position of the IRS at the time of BBB's inventory contributions.

66. The IRS's denial of BBB's Refund Claims is contrary to its published position, to Reg. § 1.170A-4A(c) and to IRS Notice 2008-90.

- 67. The IRS's denial of BBB's Refund Claims also lacks a basis in law.
- 68. The IRS's denial is, therefore, arbitrary, capricious, and erroneous.

E. The Doctrine of Election Does Not Apply

69. The IRS's stated basis for the disallowance of the Refunds was that the IRS believes that BBB irrevocably elected the enhanced charitable contribution deduction under § 170(e)(3) of the IRC and cannot compute its income as reflected in the Refund Claims.

70. Nothing in the IRC, Treasury Regulations, legislative history or other guidance (including Notice 2008-90 or Chief Counsel Advice 201012061) describes or designates the alternative computations either § 170(e)(1) or § 170(e)(3) of the IRC as an "election" by the taxpayer.

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71. Furthermore, nothing in the IRC, Treasury Regulations, legislative history or guidance (including Notice 2008-90 or Chief Counsel Advice 201012061) prescribes any time limit for computing the charitable contribution under either § 170(e)(1) or § 170(e)(3) of the IRC.

72. The doctrine of "election" set forth in the Notices of Disallowance is not applicable in this case.

73. The IRS's basis for denying the Refund Claims in the Notices of Disallowance does not apply to computation of charitable contributions under Section 170(e) of the IRC, as the computation does not even constitute an "election" under the IRC or Treasury Regulations.

74. The IRC and Treasury Regulations do not contain any applicable limits that would apply in this case nor do they require any specific time or manner for a taxpayer to apply Section 170(e)(1) or (e)(3).

75. Courts have consistently permitted taxpayers to file amended returns/claims for refund unless the IRC and Treasury Regulations set forth an express statutory or regulatory limit on a taxpayer's ability to do so. And, as demonstrated, neither the IRS or Treasury Regulations set forth a limit on BBB's ability to apply Section 170(e)(1) in lieu of Section 170(e)(3) for the 2018 and 2019 Tax Years.

76. Even assuming, *arguendo*, that the IRS determined that BBB could not apply Section 170(e)(1) on an amended tax return, the IRS's disallowance of the Refund Claims would nonetheless be erroneous, as BBB would nonetheless be entitled as a matter of law to full payment of the Refund Claims because BBB is permitted without election to recover the basis of the inventory through its cost of goods sold. *See, e.g., Max Sobel Wholesale Liquors v. Commissioner*, 630 F.2d 670 (9th Cir. 1980).

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77. Thus, even if the basis for the denials of the Refund Claims set forth in the Notices of Disallowance were somehow valid (which, for the reasons set forth herein, it does not), BBB would nonetheless be entitled to the Refunds in full based on an adjustment of the basis recovery in BBB's cost of goods sold, which on its face is not an election.

F. BBB's Retail Procedures

- 78. BBB was an accrual basis taxpayer, and utilized the retail inventory method on a FIFO basis to account for its inventory for all relevant periods.
- 79. For multiple years prior to and including the Tax Years, BBB's retail stores experienced annual inventory turnover of approximately three times.
- 80. BBB had detailed store operating procedures in place for all relevant periods regarding the donation of inventory items, to ensure that all requirements and conditions were met.
- 81. The items BBB donated consisted of two groups of merchandise: (i) items that had been processed through the return-to-vendor ("RTV") program or as a freight claim; and (ii) "as is" merchandise placed in the sellable category that did not sell in a 14-day period. In both groups, prior to donating, the merchandise was properly removed from inventory and reclassified in another account, ensuring it was not recorded as opening inventory or costs of good sold.
- 82. As a result, all items processed through the RTV or Freight Claim process were removed from inventory as soon as they were deemed non-saleable as first quality merchandise, and therefore such items were never included in opening inventory even if they were still physically present in BBB stores or storage at year-end.
- 83. Based on the processes in place and the immediate removal from inventory once an inventory item was deemed non-saleable, the inventory that BBB donated during the Tax Years

that is the subject of this adversary proceeding was not included in cost of goods sold on the Original Tax Returns.

- 84. BBB's operating procedures related to the donated inventory were consistently followed in multiple years before and during the Tax Years.
- 85. Amounts with respect to BBB's inventory, cost of goods sold and donations of inventory were reviewed in IRS audits, reviews and/or examinations before and during the Tax Years.
- 86. Accordingly, BBB was permitted to apply Section 170(e)(1) in computing its charitable contributions for the Refund Claims, and the IRS's refusal to grant the Refunds is wholly erroneous, arbitrary and capricious.
 - 87. Thus, BBB is entitled to full payment of the Refunds, plus accrued interest.

Count I (Turnover of Property Pursuant to 11 U.S.C. § 542)

- 88. Plaintiff re-alleges and incorporates by reference paragraphs 1 through 87 above as if fully set forth herein.
- 89. Defendant is in possession, custody and control of the Refunds in an amount not less than \$22,990,573 plus accrued and unpaid interest thereon.
 - 90. Defendant is not a custodian for the Refunds.
- 91. The Refunds constitute a valid and existing debt, due and owing by Defendant to the Debtors.
- 92. The Refunds are property of the Debtors' estates under § 541 and constitutes a debt that is matured, payable on demand, or payable on order.
- 93. Despite being requested to do so, Defendant has not turned over or paid the Refunds to the Plaintiff.

94. Accordingly, pursuant to § 542, Defendant should be compelled to immediately turn over and deliver to the Plaintiff the Refunds in an amount not less than \$22,990,573 or such other amount determined to be due to the Debtor by the Court.

Count II (Unjust Enrichment)

- 95. Plaintiff re-alleges and incorporates by reference paragraphs 1 through 87 above as if fully set forth herein.
- 96. In the alternative to Count I, but without waiving any allegation with respect thereto, the Plaintiff makes the following additional allegations in support of Count II.
- 97. BBB conferred a benefit upon Defendant pursuant to the overpayment of tax that resulted in the Refunds, leaving Defendant in possession of amounts to which it is not entitled under any applicable fact or law.
- 98. BBB reasonably expected to be compensated by Defendant by return of the Refunds in accordance with applicable law.
- 99. Defendant's receipt of benefit without just compensation to the Debtors has unjustly enriched Defendant in an amount not less than \$22,990,573, plus accrued interest thereon.
 - 100. Plaintiff has no adequate remedy at law to recover the Refunds.
- 101. Accordingly, as a result of Defendant's unjust enrichment at the Debtors' expense, Plaintiff is entitled to restitution from Defendant in an amount not less than \$22,990,573, plus accrued interest thereon.

<u>Count III</u> (Declaratory Relief)

102. Plaintiff re-alleges and incorporates by reference paragraphs 1 through 87 above as if fully set forth herein.

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- 103. An actual, present controversy exists between the Plaintiff and Defendant in that Defendant contends that the Debtors are not entitled to the Refunds based on the defense of "election" set forth in the Notices of Disallowance. Plaintiff asserts that the doctrine of election does not apply to a taxpayer's ability to apply Section 170(e)(1) or Section 170(e)(3) of the IRC.
- 104. Likewise, the "variance doctrine" does not bar any aspect of BBB's Refund Claims.
- 105. Defendant disputes the Plaintiff's contentions and that Plaintiff would be entitled to any of the relief sought in this amended complaint.

Prayer for Relief

WHEREFORE, Michael Goldberg, in his capacity as Plan Administrator respectfully requests and prays that the Court:

- i. Pursuant to Count I, enter judgment requiring Defendant to immediately turn over and deliver to Plaintiff the Refunds in an amount not less than \$22,990,573, plus any accrued interest thereon, and/or such other amount determined to be due to the Debtor by the Court;
- ii. Pursuant to Count II, enter judgment against Defendant for unjust enrichment and award Plaintiff restitution damages on account of Defendant's unjust enrichment in an amount not less than \$22,990,573, plus any accrued interest thereon;
- iii. Pursuant to Count III, for declaratory relief that the doctrine of election does not apply to BBB's computation of charitable contributions for the 2018 and 2019 Tax Years; and
- iv. Award Plaintiff prejudgment interest at the applicable statutory or otherwise legally allowed applicable rate;

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- v. Award Plaintiff costs, and expenses of this suit; and
- vi. Grant the Plaintiff such other and further relief the Court deems just.

Dated: February 11, 2025

/s/ Colin R. Robinson

Bradford J. Sandler, Esq. Paul J. Labov, Esq. Colin R. Robinson, Esq.

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EXHIBIT A

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►Information about Form 1120X and its instructions is at www.irs.gov/form1120x

OMB No. 1545-0123 For tax year ending ▶ 02 2018

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	name and address used on original return. If same as above, write "Same."							
SAME								
Interr	nal Revenue Service Center where original return was filed ▶efile							
	Fill in applicable items and use Pa	rt	II on page 2	to	expla	in ar	ıy ch	anges
Par	t I Income and Deductions (see instructions)		(a) As originally reported or as previously adjusted	d	increas	Net chan e or (decr lain in Pa	ease)-	(c) Correct amount
1	Total income	1	4,941,062,	317		-85,15	57,520	4,855,904,797
2	Total deductions	2	4,591,224,	522		-8,27	5,882	4,582,948,640
3	Taxable income. Subtract line 2 from line 1	3	349,837,	795		-76,88	81,638	272,956,157
4	Total tax	4	65,321,	713		-13,63	87,620	51,684,093
Pay	ments and Credits (see instructions)							
5a	Overpayment in prior year allowed as a credit	5a	26,110,	566			0	26,110,566
b	Estimated tax payments	5b	97,895,	000			0	97,895,000
С	Refund applied for on Form 4466	5с		0			0	0
d	Subtract line 5c from the sum of lines 5a and 5b	5d	124,005,	566			0	124,005,566
е	Tax deposited with Form 7004	5e		0			0	0
f	Credit from Form 2439	5f		0			0	0
g	Credit for federal tax on fuels and other refundable							
	credits	5g		0			0	0
6	Tax deposited or paid with (or after) the filing of the original return	١.					6	0
-	Add fines Ed theoretic Combines (a)							124 005 566
7	Add lines 5d through 6, column (c)						8	
8	Overpayment, if any, as shown on original return or as later adjust	stea		· • • •			.	30,003,003
9	Subtract line 8 from line 7						9	65,321,713
Tax	Due or Overpayment (see instructions)							
10	Tax due. Subtract line 9 from line 4, column (c). If paying by che	ck,	make it payable to t	the "U	nited			
	States Treasury"	٠.				٠١	10	0
11	Overpayment. Subtract line 4, column (c), from line 9					1	11	13,637,620
12			ed tax ▶		0 Ref u	ınded	12	· · · · · · · · · · · · · · · · · · ·
12	Under penalties of perjury, I declare that I have filed an original ret			d this a				
	and statements, and to the best of my knowledge and belief, this			ect, and	d complet	e. Declar	ation of p	preparer (other than
Sig	taxpayer) is based on all information of which preparer has any kn	owle	_					
Her	1 ' 16 11a-11a-4		12/15/2	22	k 1	/P Tax		
	Signature of officer Toni_Anno Andricano		Date		Tit			
<u> </u>	Print/Type preparer's name Preparer's sig	natu	ге	Date	,	Check	if	PTIN
Paid Prepa	arer					self-emp		

Firm's name

Firm's address

Firm's EIN

Phone no.

Use Only

(Rev. November 2016)

Department of the Treasury

Case 24-01533-VFP Doc 30-2 Filed 02/11/25 Entered 02/11/25 22:51:19 Desc Exhibit A Page 22 of 85

Form 1120X (Rev. 11-2016) Bed Bath & Beyond Inc. and Subsidiaries Page 2 Explanation of Changes to Items in Part I (Enter the line number from Part 1 for the items you are changing, and give the reason for each change. Show any computation in detail. Also, see What To Attach in the instructions.) If the change is due to a net operating loss carryback, a capital loss carryback, or a general business credit carryback, see Carryback Claims in the instructions, and check here STATEMENT 1

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13-Dec-2022 15:40:15

STATEMENT 1 - FORM 1120X, PART II, LINE 1

Bed Bath & Beyond Inc. and Subsidiaries

Year: 2017

STATEMENT 1 - FORM 1120X, PART II, LINE 1

BED BATH & BEYOND

CORPORATION INCOME TAX RETURN

FYE: 03/03/2018 See Attached

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BED BATH & BEYOND
CORPORATION INCOME TAX RETURN
EIN#

FYE: 03/03/2018

EXPLANATION OF AMENDED TAX RETURN CHANGES

Form 1120X, Part II – Statement 1: Explanation of Changes to Items in Part I

Form 1120X, Page 1, Line 1 – Total Income:

The reduction in total income of \$85,157,520 represents the cost of product donations that is currently deductible by Bed Bath & Beyond Inc. and Subsidiaries, ("taxpayer") pursuant to the provisions of IRS Notice 2008-90.

On the taxpayer's originally filed tax return, Form 1120, it generated a charitable contribution amount of \$126,725,884 pursuant to IRC §170(e)(3), the enhanced contribution deduction for its tax year end of March 3, 2018 ("FY 2017"). The taxpayer's FY 2017 charitable contribution deduction was subject to the IRC §170(b)(2) contribution limitation based on taxable income on its originally filed Form 1120.

The taxpayer has determined that given their current economic situation, it is unlikely that the taxpayer will be able to utilize the FY 2017 charitable contribution carryovers prior to their expiration.

The taxpayer is relying on Notice 2008-90 guidance that permits a taxpayer who makes donations during a taxable year, that qualify for the enhanced deduction under IRC Sec 170(e)(3), to elect whether to apply to some or all of such donations made during a taxable year, the special rules pursuant to IRC Sec. 170(e)(3) and the regulations thereunder (Treas. Reg.§ 1.170A-4A) or, alternatively, apply the "general section 170 rules" in Treas. Reg. § 1.170A-1(c)(4) so that costs incurred in the year of contribution with respect to donated property, remain embedded in COGS (thereby increasing the COGS deduction and reducing income) and would be deductible under IRC §162.

Form 1120X, Page 1, Line 2 - Total Deductions:

The reduction in total deduction in the amount of \$8,275,882 is attributable to recomputation of the taxpayer's deductible 10% contribution limit under IRC Sec 170(b)(2) after the application of the changes to Line 1 referenced above.

Form 1120X, Page 1, Line 3:

The reduction in taxable income of \$76,881,638 is a correlative adjustment to the changes to Lines 1 and 2 referenced above

Form 1120X, Page 1, Line 4:

The reduction in tax liability of \$13,637,620 is a correlative adjustment to the changes to Lines 1 and 2 referenced above.

Form **8302**(Rev. November 2018)
Department of the Treasury

Electronic Deposit of Tax Refund of \$1 Million or More

► Attach to your income tax return (other than Forms 1040, 1120, or 1120\$), Form 1045, or Form 1139.

► Go to www.irs.gov/Form8302 for the latest information.

OMB No. 1545-1763

Interna	neverlue Service	Go to www.ns.gov/1 o//nooo2 for the latest information.		
Name(s) shown on income t	ax return	lde	ntifying number
Bed E	Bath & Beyond Inc	and Subsidiaries		
Name	and location (city, sta	te) of bank	Tax	payer's phone number
JP Mo	organ Chase (NY,	NY)		908-209-3685
1	Method of de	posit (one box must be checked) Direct deposit Fedwire		
2 Routing number (must be nine digits). The first two digits must be between 01 and 12 or 21 through 32.				
	0 2 1 0 0	0 0 2 1		
3	Account num	per (include hyphens but omit spaces and special symbols):	4	Type of account (one box
				must be checked):
				✓ Checking ☐ Savings

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Purpose of Form

File Form 8302 to request that the IRS electronically deposit a tax refund of \$1 million or more directly into an account at any U.S. bank or other financial institution (such as a mutual fund, credit union, or brokerage firm) that accepts electronic deposits.

The benefits of an electronic deposit include a faster refund, the added security of a paperless payment, and the savings of tax dollars associated with the reduced processing costs.

Who May File

Form 8302 may be filed with any tax return other than Form 1040, 1120, or 1120S to request an electronic deposit of a refund of \$1 million or more. You are not eligible to request an electronic deposit if:

- The receiving financial institution is a foreign bank or a foreign branch of a U.S. bank, or
- You have applied for an employer identification number but are filing your tax return before receiving one.

If Form 8302 is filed with Form 1045, Application for Tentative Refund, or Form 1139, Corporation Application for Tentative Refund, both of which allow for more than one year's reporting, electronic deposits may be made only for a year for which the refund is at least \$1 million.

Note: Filers of Form 1040 must request a direct deposit of refund by completing the account information on that form. Filers of Forms 1120 or 1120S must request a direct deposit of a refund using Form 8050, Direct Deposit of Corporate Tax Refund. This includes a request for a refund of \$1 million or more.

Conditions Resulting in a Refund by Check

If the IRS is unable to process this request for an electronic deposit, a refund by check will be generated. Reasons for not processing a request include:

- The name on the tax return does not match the name on the account.
- You fail to indicate the method of deposit to be used (direct deposit or Fedwire).
- The financial institution rejects the electronic deposit because of an incorrect routing or account number.
- You fail to indicate the type of account the deposit is to be made to (checking or savings).
- There is an outstanding liability the offset of which reduces the refund to less than \$1 million.
- You are subject to the Treasury Offset Program (TOP) and fail to indicate direct deposit as the method of deposit to be used.

How To File

Attach Form 8302 to the applicable return or application for refund. To ensure that your tax return is correctly

processed, see Assembling the Return in the instructions for the form with which the Form 8302 is filed. For Forms 1045 or 1139, attach a separate Form 8302 for each carryback year.

Specific Instructions

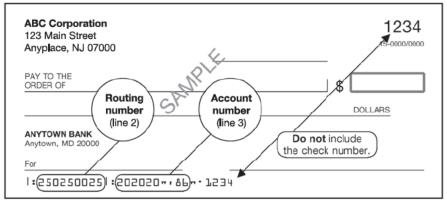
Identifying number. Enter the employer identification number or social security number shown on the tax return to which Form 8302 is attached.

Line 1. Direct deposit is an electronic payment alternative that uses the Automated Clearing House (ACH) system. Fedwire is a transaction-bytransaction processing system designed for items that must be received by payees the same day as originated by the IRS.

When there is a verified potential that the tax refund will be applied to a debt owed to a particular agency, a Fedwire deposit will be rejected due to the offset. To receive an electronic deposit, elect to use the direct deposit method of deposit instead of Fedwire.

Line 2. Enter the financial institution's routing number and verify that the institution will accept the type of electronic deposit requested. See the

Sample Check



Note: The routing and account numbers may be in different places on your check.

	(Case 24-01			Ooc 30 ₋	2 TAS							Desc OMB No. 1545- 0123
_	_ 1 [·]	120		ι	J.S. C	-Xpolut	on Page ginning 02	me of	ax Re	eturn		ŀ	ONID NO. 1343-0123
	partment	of the Treasury	For caler	ndar year	2017 or t	ax year beg	ginning 02	26_, _	2017 _, e	nding 03 0	3 , 20	18	2017
Inte	ernal Reve	nue Service					for instruction						
	neck if:						uite no. If a P.O. try and ZIP or fo			ns.	ВЕ	mployer	identification number
(at		851) ^ .	TYPE	Oity of town	ii, state, or p	TOVINCE, COUNT	try and 211 of 10	reigii post	ai couc				
da	e/nonlife ted return		OR	Bed Bath	& Beyond Ir	nc. and Subsid	liaries				C D	ate incorpo	orated
2 Pe (at	rsonal hol tach Sch.	ding co.	PRINT	650 Liber	rty Avenue						1	0 05	1971
3 Pe	rsonal ser e instruct	vice corp									Dτ	otal assets	(see instructions)
		3 attached X		Union		NJ	07083				\$	6,90	3,266,975
			E Check	cif: (1)	Initial re	eturn (2)	Final return	(3)	Name ch	ange (4)	Addres	s change	
	1a	Gross receipts o	or sales						1a	12,468,	469,392		
	b	Returns and allo	owances						1b		0		
	С	Balance. Subtra		from line	1a				-			1c	12,468,469,392
- 1	2	Cost of goods s	old (attacl	h Form 11	125- A)							2	7,681,967,907
n		Gross profit. Su	btract line	2 from lir	ne 1c							3	4,786,501,485
0		Dividends (Sche	edule C li	ne 19)								4	2,357,104
m e	5	Interest	,									5	17,941,906
	6	Gross rents										+	0
	7	Gross royalties										+	3,624,068
	8	Capital gain net	income (s	ettach Sch	hedule D (Form 1120\	٠					8	5,712,605
	9	Net gain or (loss	e) from Eo	rm //707	Part II line	17 (attach	7					9	17,221
	10	Net gain or (loss Other income (s	soo instruc	tione at	tach stato	mont)	10111147517		ST	ATEMENT 1		10	39,750,408
	11	Total income.	Add lings	3 through		11011t)						11	4,855,904,797
(S		Compensation of										12	83,132,264
(S e e	13	Salaries and wa	anne (lace	omnlovm	ant cradite	1 (1)	1123-L)				′	1	1,153,148,622
i n	14	Donaire and ma	intonanco	citipioyiti	ent credits	,						14	79,410,368
t r	15	Repairs and ma	illiteriance		• • • • •							+	-3,601,498
u Ç	16	Bad debts										1 1	525,004,656
, t		Rents								ATEMENT 2		1	295,308,340
D n e s	17	Taxes and licen											83,937,228
d f c	18	Interest											30,718,909
ÇÏ	19	Charitable contr	ributions									19	237,540,570
i i	20	Depreciation fro											237,340,370
o "	21	Depletion											
s a	22	Advertising										22	488,524,950
ģ	23	Pension, profit-	sharing, e	tc., plans								23	48,159,137
s	24	Employee bene	fit progran	ns								24	187,298,536
ň		Domestic produ								TATEMENT O		25	498,093
d e d	26	Other deduction								ATEMENT 3		26	1,367,698,624
e d u c		Total deduction			rough 26						'	27	4,576,778,799
Į į	28	Taxable income								l		28	279,125,998
n s	29a	Net operating lo	ss deduct	ion (see i	Instruction	s)			. 29a	,	552,608		
	b	Special deduction									317,233		0.400.044
_	С	Add lines 29a a	nd 29b									29c	6,169,841
T CP	30	Taxable income										30	272,956,157
x,ra e a Rdy	31	Total tax (Sche		•								31	51,684,093
e i n	32	Total payments			-	-					·	32	124,005,566
Reits,e funs,e dan	33	Estimated tax p	_								X	33	0
n q -	- 1	Amount owed.					-					34	0
l s		Overpayment.										35	72,321,473
	36	Enter amount fro	om line 35	you wan	t: Credite	this return	estimated tax	anving set	58,68	3,853 Refur	nded P	36	13,637,620
Q;	an be	ider penalties of pe lief, it is true, corre	ct, and comp	ne macina olete. Decla	aration of pre	parer (other t	han taxpayer)is	based on	all inform	ation of which	preparer h	as any kno	wledge.
	gn 🏻					1	0046.45.11		-				discuss this return
не	ere	Signature of office	vr				2018-12-14	VP T	ax			th the prep ee instructi	ons)?
	 		TOTII-AI	ne Andrisa	no	Drongers's s'	Date	F inte		Dat-			Yes No
Pa		Print/Type prepar	rer's name			Preparer's sig	naturė			Date	Che	ck if	PTIN
	eparer										self-	employed	
Us	e Only	Firm's name	<u> </u>									<u> </u>	EIN •
		Firm's address										Phone	no.
_													

For Paperwork Reduction Act Notice, see separate instructions.

F7.00.01 US1120P1 · Form 1120 (2017)

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Bed Bath & Beyond Inc. and Subsidiaries Page 2 Form 1120 (2017) Dividends and Special Deductions (see instructions) Schedule C (a) Dividends (b) % (c) Special deductions received (a) x (b) 1 Dividends from less-than-20%-owned domestic corporations (other than debt-70 881.762 617.233 financed stock) 2 Dividends from 20%- or- more- owned domestic corporations (other than debt-0 80 0 financed stock) see instructions Dividends on debt-financed stock of domestic and foreign corporations 0 0 3 0 42 Dividends on certain preferred stock of less-than-20%-owned public utilities 0 Dividends on certain preferred stock of 20%- or-more-owned public utilities 0 0 5 Dividends from less-than-20%-owned foreign corporations and certain FSCs 0 70 0 6 Dividends from 20%- or- more- owned foreign corporations and certain FSCs 0 80 7 0 100 Dividends from wholly owned foreign subsidiaries 0 0 8 Total. Add lines 1 through 8. See instructions for limitation 617,233 9 10 Dividends from domestic corporations received by a small business investment 100 company operating under the Small Business Investment Act of 1958 0 0 100 0 Dividends from affiliated group members 11 100 0 12 Dividends from certain FSCs Dividends from foreign corporations not included on lines 3, 6, 7, 8, 11, or 12 204,124 13 4,950 14 Income from controlled foreign corporations under subpart F (attach Form(s) 5471) 12,221 15 Foreign dividend gross- up IC-DISC and former DISC dividends not included on lines 1, 2, or 3 16 17 Other dividends 1,254,047 Deduction for dividends paid on certain preferred stock of public utilities 18 0 Total dividends. Add lines 1 through 17. Enter here and on page 1, line 4 2,357,104 19 Total special deductions. Add lines 9, 10, 11, 12, and 18. Enter here and on page 1, line 29b 20 617,233

Form **1120** (2017)

Form 1120 (2017)

Sch	edule J Tax Computation and Payment (see instructions)				
Part	I - Tax Computation				
1	Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120)). See	inst.			
2	Income tax. Check if a qualified personal service corporation. See instructions	▶ 🗍 📗 2	89,	148,	511
3	Alternative minimum tax (attach Form 4626)	3	3		0
4	Add lines 2 and 3	4	89,	148,	511
5a	Foreign tax credit (attach Form 1118) 5a	2,481,515			
b	Credit from Form 8834 (see instructions) 5b	0			
С	General business credit (attach Form 3800) 5c	5,179,227			
d	Credit for prior year minimum tax (attach Form 8827) 5d	38,499,594			
е	Bond credits from Form 8912 5e	0			
6	Total credits. Add lines 5a through 5e	6	46,	160,	336
7	Subtract line 6 from line 4	7	42,	988,	175
8	Personal holding company tax (attach Schedule PH (Form 1120))				0
9a	Recapture of investment credit (attach Form 4255) 9a	0			
b	Recapture of low- income housing credit (attach Form 8611) 9b	0			
c	Interest due under the look- back method completed long- term contracts (attach				
•	Form 8697) 9c	0			
d	Interest due under the look- back method - income forecast method (attach Form				
u	(0			
	8866) 9d Alternative tax on qualifying shipping activities (attach Form 8902) 9e	0			
•		0			
f 10					0
10	Total. Add lines 9a through 9f			684,	
11 Port	Total tax. Add lines 7, 8, and 10. Enter here and on page 1, line 31	8.695.918	31,	004,	000
		-,,-	26	110,	566
12	2016 overpayment credited to 2017		-	895,	
13	2017 estimated tax payments	13		095,	
14	2017 refund applied for on Form 4466			OOE	0)
15	Combine lines 12, 13, and 14			005,	
16	Tax deposited with Form 7004		1		0
17	Withholding (see instructions)			005	
18	Total payments. Add lines 15, 16, and 17	18	124,	005,	900
19	Refundable credits from:				
	Form 2439 19a	0			
	Form 4136	0			
С	Form 8827, line 8c 19c	0			
d	Other (attach statementsee instructions) 19d	0			
20	Total credits. Add lines 19a through 19d	20			0
21	Total payments and credits. Add lines 18 and 20. Enter here and on page 1, line 32 · · · · ·	21	124,	005,	566
Scn	edule K Other Information (see instructions)			ı——r	
1		>		Yes	No
2	See the instructions and enter the:				
а	Business activity code no. ▶ 442299				
b	Business activity RETAIL SALES				
С	Product or service ► LINENS AND HOUSEWARES				
3	Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group?				X
	If "Yes," enter name and EIN of the parent corporation ▶				
4	At the end of the tax year:				
4 a					
	At the end of the tax year:), trust, or tax- exer	npt		
	At the end of the tax year: Did any foreign or domestic corporation, partnership (including any entity treated as a partnership organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total votice.), trust, or tax-exer ng power of all clas	npt ses of the		X
	At the end of the tax year: Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax- exen ng power of all clas chedule G)	npt ses of the		X

Sch	edule K Other Information (continued from page 3)				,	
					Yes	No
5	At the end of the tax year, did the corporation:					
а	Own directly 20% or more, or own, directly or indirectly, 50% or mor	•			,	
	vote of any foreign or domestic corporation not included on Form 8	51 , Affiliations Schedule? F	or rules of constructive of	ownership,	X	
	see instructions. If "Yes," complete (i) through (iv) below.	(ii) Employer	(iii) Country of	(iv) Pero	entac	10
	(i) Name of Corporation	(ii) Employer Identification Number	(iii) Country of Incorporation	Owned in	n Voti	ing
		(if any)		Sto	CK	
SEE :	STATEMENT ATTACHED				0.00	00
					0.00	00
					0.00	00
b	Own directly an interest of 20% or more, or own, directly or indirectly	y, an interest of 50% or mor	e in any foreign or dome	estic		
	partnership (including an entity treated as a partnership) or in the be	eneficial interest of a trust? I	For rules of constructive	ownership,	X	
	see instructions. If "Yes," complete (i) through (iv) below.					
	(i) Name of Entity	(ii) Employer Identification Number	(iii) Country of	(iv) Maximun		
	(i) Name of Entity	(if any)	` Órganization	Owned i Loss, or		
BED	BATH & BEYOND MEXICO S. DE R.L. DE C.V.	98-0581587	MX	!	50.00	00
					0.00	00
					0.00	00
6	During this tax year, did the corporation pay dividends (other than s					
	excess of the corporation's current and accumulated earnings and p					X
	If "Yes," file Form 5452, Corporate Report of Nondividend Distribution					
_	If this is a consolidated return, answer here for the parent corporation					
7	At any time during the tax year, did one foreign person own, directly					v
	classes of the corporation's stock entitled to vote or at least 25% of the classes of the corporation's stock entitled to vote or at least 25% of the classes of the corporation 240. If I'M a life of the corporation 240.	the total value of all classes	of the corporation's stoc	CK?		X
	For rules of attribution, see section 318. If "Yes," enter:	.				
	(a) Percentage owned and (b) Owner's count					
	(c) The corporation may have to file Form 5472, Information Return Foreign Corporation Engaged in a U.S. Trade or Business. Enter th	_				
8	Check this box if the corporation issued publicly offered debt instrur					
0	If checked, the corporation may have to file Form 8281, Information			Instruments		
a	Enter the amount of tax-exempt interest received or accrued during		-			
10	Enter the number of shareholders at the end of the tax year (if 100 of					
11	If the corporation has an NOL for the tax year and is electing to fore	go the carryback period ch	eck here	▶ □		
	If the corporation is filing a consolidated return, the statement requir	ed by Regulations section 1	1.1502-21(b)(3) must be			
	attached or the election will not be valid.	, 3	() ()			
12	Enter the available NOL carryover from prior tax years (do not reduce it by any de	duction reported on page 1, line 2	29a. ▶\$ 5	5,552,608		
13	Are the corporation's total receipts (page 1, line 1a, plus lines 4 thro			nd		
	of the tax year less than \$250,000?					X
	If "Yes," the corporation is not required to complete Schedules L, M-	-1, and M-2. Instead, ente	r the total amount of			
	cash distributions and the book value of property distributions (other	r than cash) made during th	ne tax year. ▶\$	0		
14	Is the corporation required to file Schedule UTP (Form 1120), Uncer	tain Tax Position Statement	? See instructions		X	
	If "Yes," complete and attach Schedule UTP.					
15a	Did the corporation make any payments in 2017 that would require	it to file Form(s) 1099?			X	
b	If "Yes," did or will the corporation file all required Forms 1099?				X	
16	During this tax year, did the corporation have an 80% or more change	ge in ownership, including a	a change due to redemp	tion of its		
	own stock?					X
17	During or subsequent to this tax year, but before the filing of this ret	urn, did the corporation dis	pose of more than 65%	(by value)		
	of its assets in a taxable, non-taxable, or tax deferred transaction?					X
18	Did the corporation receive assets in a section 351 transfer in which					
	market value of more than \$1 million?					X
19	During the corporation's tax year, did the corporation make any pay	ments that would require it	to file Forms 1042 and 1	042- S		
	under chanter 3 (sections 1441 through 1464) or chanter 4 (sections	: 1471 through 1474) of the	Code?			X

Form 1120 (2017)

Schedule L Balance Sheets per Books Beginning of tax year End of tax year (d) (c) 409,361,648 321,724,187 Cash 68,150,726 129,488,959 2a Trade notes and accounts receivable b 68.150.726 129.488.959 Less allowance for bad debts 2,800,263,882 2,625,858,204 3 Inventories. U.S. government obligations 0 4 5 Tax- exempt securities (see instructions) 0 STATEMENT 4 401,825,665 STATEMENT 9 764,769,205 6 Other current assets (attach statement) 7 0 Loans to shareholders Mortgage and real estate loans 0 0 8 9 Other investments (attach statement) 0 0 4,439,239,668 10a Buildings and other depreciable assets 4,815,527,512 b 2,789,051,006) 1,650,188,662 3,093,593,266) 1,721,934,246 Less accumulated depreciation 11a b Less accumulated depletion [0) 0 0) 0 Land (net of any amortization) 151,218,997 12 151,218,997 0 0 13a Intangible assets (amortizable only) b Less accumulated amortization 0) 0 0) 14 STATEMENT 5 STATEMENT 10 Other assets (attach statement) 1,228,041,477 1,188,273,177 15 6,709,051,057 6,903,266,975 Liabilities and Shareholders' Equity 16 1,087,972,346 1,065,961,067 1,521,471 1,501,542 17 Mortgages, notes, bonds payable in less than 1 year STATEMENT 6 975,525,167 STATEMENT 11 1,051,621,746 18 Other current liabilities (attach statement) Loans from shareholders 19 102.505.549 101.713.421 20 Mortgages, notes, bonds payable in 1 year or more 21 Other liabilities (attach statement) STATEMENT 7 1,977,921,713 STATEMENT 12 2,079,462,099 22 Capital stock: a Preferred stock 0 b Common stock 2,273,602 2,273,602 2,296,230 2,296,230 Additional paid- in capital 1,965,511,403 2,057,938,960 23 24 Retained earnings - Appropriated (attach statement) Retained earnings - Unappropriated 11,005,655,888 25 10,820,706,760 26 STATEMENT 8 -9,347,845 STATEMENT 13 5,088,391 Adjustments to shareholders' equity (attach statement) 10,215,539,109) 27 10,467,972,369 6,709,051,057 6,903,266,975 28 Total liabilities and shareholders' equity. Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return Note: The corporation may be required to file Schedule M-3. See instructions. Net income (loss) per books 1 7 Income recorded on books this year not Federal income tax per books 0 2 included on this return (itemize): Excess of capital losses over capital gains 0 3 Tax- exempt interest _ _\$ 4 Income subject to tax not recorded on books this year (itemize): 0 8 Deductions on this return not charged against book income this year (itemize): 5 Expenses recorded on books this year not a Depreciation \$ _____ deducted on this return (itemize): **b** Charitable contributions \$ а Depreciation \$ _____ b Charitable contributions \$ _____ Travel & entertainment \$ 0 9 Add lines 7 and 8 0

0 Add lines 1 through 5 10 Income (page 1, line 28) - line 6 less line 9 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L) 10,820,706,760 0 Balance at beginning of year 5 Distributions: 415,701,693 b Stock 230,752,565 Net income (loss) per books 2 0 Other increases (itemize): c Property 0 6 Other decreases (itemize): 230,752,565 0 8 Balance at end of year (line 4 less line 7) 11,005,655,888 Add lines 1, 2, and 3. . 11,236,408,453

Page 5

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SCHEDULE M-3 (Form 1120)

Net Income (Loss) Reconciliation for Corporations With Total Assets of \$10 Million or More

▶Attach to Form 1120 or 1120- C.

Department of the Treasury Internal Revenue Service

Go to www.irs.gov/Form1120 for instructions and the latest information

2017

2017

OMB No. 1545-0123

	ai i toronac con i toc	ura\	u the latest		vor identifie	ation number
	e of corporation (common parent, if consolidated ret lath & Beyond Inc. and Subsidiaries	uiii)		Emplo	yer identilic	ation number
		idated return	(2) X	Consolidated retu	ırn (Form 112	20 only)
Oi	rock applicable box(cs). (1) 11 Hon-consoli	dated return	(2)	Corisonatica reta	1111 (1 01111 1 12	to only)
	(3) Mixed 1120/	L/PC group	(4)	Dormant subsidia	ries schedule	attached
Pai	t I Financial Information and Net Inc	ome (Loss) Peconciliat	ion (coo inc	tructions)		
rai	The Financial Information and Net Inc	onie (Loss) Reconcinat	ion (see ins	diuctions)		
1a	Did the corporation file SEC Form 10- K for its incon					
	X Yes. Skip lines 1b and 1c and complete lines					
	No. Go to line 1b. See instructions if multiple			•		
b	Did the corporation prepare a certified audited non-					
	Yes. Skip line 1c and complete lines 2a throu No. Go to line 1c.	gn 11 with respect to that incol	me statemen	IL.		
	Did the corporation prepare a non-tax-basis incom-	a statement for that period?				
	Yes. Complete lines 2a through 11 with respe					
	No. Skip lines 2a through 3c and enter the c		per its books	and records on li	ne 4a.	
2a	Enter the income statement period: Beginning		03 03 2			
b	Has the corporation's income statement been restat	ted for the income statement pe	eriod on line	2a?		
	Yes. (If "Yes," attach an explanation and the a	amount of each item restated.)				
	X No.					
C	Has the corporation's income statement been restat	ted for any of the five income s	tatement per	riods immediately p	preceding the	period on line 2a?
	Yes. (If "Yes," attach an explanation and the a	amount of each item restated.)				
	X No.					
3a	Is any of the corporation's voting common stock pul	blicly traded?				
	X Yes.					
b	No. If "No," go to line 4a. Enter the symbol of the corporation's primary U.S. p	sublick traded voting common				
D	stock	dubility traded voting continion		BBI	BY	
С	Enter the nine- digit CUSIP number of the corporation	on's primary publicly traded vo	ting			
	common stock			07:	5896100	
4a	Worldwide consolidated net income (loss) from inco	ome statement source identified	d in Part I, lin	e 1	4a	424,858,237
b	Indicate accounting standard used for line 4a (see in		_			
		ry (4) Tax-basis (5)	Other (s			0 400 054 \
5a	Net income from nonincludible foreign entities (attack			STATEMENT 16	5a (9,432,351)
b	Net loss from nonincludible foreign entities (attach s		e amount)	STATEMENT 17	5b (275,807
6a b	Net income from nonincludible U.S. entities (attach Net loss from nonincludible U.S. entities (attach stat		amount)		6a (0
7a	Net income (loss) of other includible foreign disrega				7a	0
b	Net income (loss) of other includible U.S. disregarde				7b	0
С	Net income (loss) of other includible entities (attach				7c	0
8	Adjustment to eliminations of transactions between					
	statement)				8	0
9	Adjustment to reconcile income statement period to				9	0
10a	Intercompany dividend adjustments to reconcile to	line 11 (attach statement)			10a	0
b	Other statutory accounting adjustments to reconcile				10b	0
с 11	Other adjustments to reconcile to amount on line 11 Net income (loss) per income statement of include	dible corporations. Combine	linos 4 throu	ab 10	10c	415,701,693
	Note. Part I, line 11, must equal Part II, line 30, colu				111	,,,,,,,,,,
12	Enter the total amount (not just the corporation's sh				oved on the	
	following lines.					
		Total Assets	Total	Liabilities		
а	Included on Part I, line 4	7,040,806,518	4,	152,178,324		
b	Removed on Part I, line 5	137,539,543		49,251,703		
C	Removed on Part I, line 6	0		107 225 254		

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Schedule M-3 (Form 1120) 2017	Exhibit A	Page 32 of 85	Page 2
Name of corporation (common parent, if consolidate	ed return)		Employer identification number
Bed Bath & Beyond Inc. and Subsidiaries			
Check applicable box(es): (1) X Consolidated group (2)	Parent corp (3)	Consolidated eliminations (4) Subsi	diary corp (5) Mixed 1120/L/PC gro
Check if a sub-consolidated: (6) 1120 group (7)	1120 eliminations		
Name of subsidiary (if consolidated return)			Employer identification number

Part II Reconciliation of Net Income (Loss) per Income Statement of Includible Corporations With Taxable Income per Return (see instructions)

Taxable Income per Return (see inst	ructions)			
	(a)	(b)	(c)	(d)
Income (Loss) Items	Income (Loss) per	Temporary	Permanent	Income (Loss) per
(Attach statements for lines 1 through 12)	Income Statement	Difference	Difference	Tax Return
1 Income (loss) from equity method foreign corporations	0	0	0	
2 Gross foreign dividends not previously taxed	0	204,124	0	204,124
3 Subpart F, QEF, and similar income inclusions		0	4,950	4,950
4 Section 78 gross- up		0	12,221	12,221
5 Gross foreign distributions previously taxed	0	0	0	
6 Income (loss) from equity method U.S. corporations	0	0	0	
7 U.S. dividends not eliminated in tax consolidation	0	2,135,809	0	2,135,809
8 Minority interest for includible corporations	0	0	0	
9 Income (loss) from U.S. partnerships	0	-542,834	0	-542,834
10 Income (loss) from foreign partnerships	4,452,111	1,964,146	0	6,416,257
11 Income (loss) from other pass-through entities	0	0	0	0
12 Items relating to reportable transactions	0	0	0	0
13 Interest income (see instructions)	18,127,858	30,849	-216,801	17,941,906
14 Total accrual to cash adjustment	0	0	0	0
15 Hedging transactions	0	0	0	0
16 Mark- to- market income (loss)	0	0	0	0
17 Cost of goods sold (see instructions)	(7,694,302,570)	12,334,663	0	7,681,967,907)
8 Sale versus lease (for sellers and/or lessors)	0	0	0	0
9 Section 481(a) adjustments		-33,139,407	0	-33,139,407
20 Unearned/deferred revenue	0	24,308,241	0	24,308,241
21 Income recognition from long-term contracts	0	0	0	0
22 Original issue discount and other imputed interest	0	0	0	0
23a Income statement gain/loss on sale, exchange,				
abandonment, worthlessness, or other disposition of				
assets other than inventory and pass-through entities	-275,813	275,813	0	
b Gross capital gains from Schedule D, excluding				
amounts from pass-through entities		5,712,841	0	5,712,841
c Gross capital losses from Schedule D, excluding				
amounts from pass-through entities, abandonment				
losses, and worthless stock losses		-236	0	-236
d Net gain/loss reported on Form 4797, line 17,				
excluding amounts from pass-through entities,				
abandonment losses, and worthless stock losses		17,221	0	17,221
e Abandonment losses		0	0	0
f Worthless stock losses (attach statement)		0	0	0
\boldsymbol{g} Other gain/loss on disposition of assets other than inventory $\boldsymbol{.}$.		0	0	0
24 Capital loss limitation and carryforward used		0	0	0
Other income (loss) items with differences (attach statement)	8,748,783,169	-9,262,577	0	8,739,520,592 ST 1
Total income (loss) items. Combine lines 1 through 25	1,076,784,755	4,038,653	-199,630	1,080,623,778
27 Total expense/deduction items (from Part III, line 38)	-3,633,049,312	-456,458,872	316,044,154	-3,773,464,030
Other items with no differences STATEMENT 17	2,971,966,250			2,971,966,250
29a Mixed groups, see instructions. All others, combine				
lines 26 through 28	415,701,693	-452,420,219	315,844,524	279,125,998
b PC insurance subgroup reconciliation totals	0	0	0	0
c Life insurance subgroup reconciliation totals	0	0	0	0
Reconciliation totals. Combine lines 29a through 29c	415,701,693	-452,420,219	315,844,524	279,125,998
Note. Line 30, column (a), must equal Part I, line 11, and	d column (d) must equal	Form 1120, page 1,	line 28.	

Case 24-01533-VFP Doc 30-2" AS AMEMOSD Entered 02/11/25 22:51:19 Desc le M-3 (Form 1120) 2017 Exhibit A Page 33 of 85

Schedule M-3 (Form 1120) 2017

Schedule M-3 (Form 1120) 2017	Exhibit A	Page 33 of 85			Page 3
Name of corporation (common parent, if consolidated	d return)			Employer identifica	tion number
Bed Bath & Beyond Inc. and Subsidiaries					
Check applicable box(es): (1) \overline{X} Consolidated group (2)	Parent corp (3)	Consolidated eliminations (4)	Subsid	iary corp (5) Mixed	1120/L/PC group
Check if a sub- consolidated: (6) 1120 group (7)	1120 eliminations				
Name of subsidiary (if consolidated return)			ĺ	Employer identification	tion number

Part III Reconciliation of Net Income (Loss) per Income Statement of Includible Corporations With

Part III	Reconciliation of Net Income (Lo Taxable Income per Return-Expe	ss) per Income St ense/Deduction Ite	tatement of Incluers (see instructions	idible Corporation	ons With
	,	(a)	(b)	(c)	(d)
	Expense/Deduction Items	Expense per	Temporary	Permanent	Deduction per
		Income Statement	Difference	Difference	Tax Return
1 U.S. cur	rent income tax expense	272,199,929	0	-272,199,929	
2 U.S. def	erred income tax expense	0	0	0	
3 State an	d local current income tax expense	0	31,477,991	0	31,477,991
4 State an	d local deferred income tax expense	0	0	0	
	current income tax expense (other than				
	withholding taxes)	-1,439,387	0	1,439,387	0
	deferred income tax expense	0	0	0	
7 Foreign	withholding taxes	0	0	-454,407	-454,407
	expense (see instructions)	83,844,127	0	93,101	83,937,228
9 Stock or	ption expense	0	-9,894,017	3,877,400	-6,016,617
10 Other ed	quity- based compensation	60,634,420	20,174,989	-34,475,581	46,333,828
11 Meals ar	nd entertainment	3,583,053	0	-1,790,125	1,792,928
12 Fines an		103,715	0	-103,715	0
	nts, damages, awards, and similar costs	0	0	0	0
14 Parachu	ite payments	0	0	0	0
15 Comper	nsation with section 162(m) limitation	9,409,003	0	-5,409,003	4,000,000
16 Pension	and profit- sharing	30,330,945	17,828,192	0	48,159,137
17 Other po	ost- retirement benefits	0	0	0	0
18 Deferred	compensation	4,498,432	-4,498,432	0	0
19 Charitab property	ole contribution of cash and tangible	390,447	0	0	390,447
	ole contribution of intangible property	0	0	0	0
21 Charitab	ole contribution limitation/carryforward	-	30,328,462	0	30,328,462
22 Domesti	c production activities deduction	·	0	498,093	498,093
	year acquisition or reorganization investment	0	0	0	0
24 Current	year acquisition or reorganization legal and				
account		0	0	0	0
25 Current	year acquisition/reorganization other costs	0	0	0	0
	ation/impairment of goodwill	0	15,444,152	0	15,444,152
	ation of acquisition, reorganization, and				
	costs	0	4,366,332	0	4,366,332
	mortization or impairment write- offs	-1,820,029	20,461,108	0	18,641,079
29 Reserve					
30 Depletio		0	0	0	0
31 Deprecia		303,293,978	-65,753,408	0	237,540,570
32 Bad deb		670,764	-4,272,262	0	-3,601,498
	te owned life insurance premiums	0	0	0	0
34 Purchas lessees)	e versus lease (for purchasers and/or	0	0	0	0
35 Researc	h and development costs	0	0	0	0
36 Section	118 exclusion (attach statement)	0	0	0	0
37 Other ex	opense/deduction items with differences statement) STATEMENT 18	2,867,349,915	400,795,765	-7,519,375	3,260,626,305
	xpense/deduction items. Combine lines 1		, ,		
	37. Enter here and on Part II, line 27,				
_	g positive amounts as negative and				
roporani			·		

Alternative Minimum Tax — Corporations

► Attach to the corporation's tax return. Department of the Treasury Internal Revenue Service

► Go to www.irs.gov/Form4626 for instructions and the latest information.

2017

OMB No. 1545-0123

Employer identification number Bed Bath & Beyond Inc. and Subsidiaries Note: See the instructions to find out if the corporation is a small corporation exempt from the alternative minimum tax (AMT) under section 55(e). 278,508,765 Taxable income or (loss) before net operating loss deduction Adjustments and preferences: a Depreciation of post- 1986 property 0 2a b Amortization of certified pollution control facilities 0 c Amortization of mining exploration and development costs 0 d Amortization of circulation expenditures (personal holding companies only) 0 0 e Adjusted gain or loss f Long-term contracts 0 0 g Merchant marine capital construction funds h Section 833(b) deduction (Blue Cross, Blue Shield, and similar type organizations only) 0 i Tax shelter farm activities (personal service corporations only) 0 j Passive activities (closely held corporations and personal service corporations only) 0 0 I Depletion 21 0 m Tax- exempt interest income from specified private activity bonds 0 n Intangible drilling costs 2n o Other adjustments and preferences 1 20 Pre-adjustment alternative minimum taxable income (AMTI). Combine lines 1 through 2o 278.508.766 Adjusted current earnings (ACE) adjustment: a ACE from line 10 of the ACE worksheet in the instructions 278,508,766 b Subtract line 3 from line 4a. If line 3 exceeds line 4a, enter the difference as a negative amount. See instructions 4b c Multiply line 4b by 75% (0.75). Enter the result as a positive amount 4c 0 d Enter the excess, if any, of the corporation's total increases in AMTI from prior year ACE adjustments over its total reductions in AMTI from prior year ACE adjustments. See instructions. Note: You must enter an amount on line 4d (even if line 4b is positive) e ACE adjustment. • If line 4b is zero or more, enter the amount from line 4c 4e 0 • If line 4b is less than zero, enter the smaller of line 4c or line 4d as a negative amount Combine lines 3 and 4e. If zero or less, stop here; the corporation does not owe any AMT 278,508,766 Alternative tax net operating loss deduction. See instructions 5,543,478 Alternative minimum taxable income. Subtract line 6 from line 5. If the corporation held a residual interest in a REMIC, see instructions 272,965,288 Exemption phase- out (if line 7 is \$310,000 or more, skip lines 8a and 8b and enter - 0- on line 8c): a Subtract \$150,000 from line 7. If completing this line for a member of a controlled group, see instructions. If zero or less, enter - 0**b** Multiply line 8a by 25% (0.25) c Exemption. Subtract line 8b from \$40,000. If completing this line for a member of a controlled group, see instructions. If zero or less, enter - 0-0 Subtract line 8c from line 7. If zero or less, enter - 0-272,965,288 9 Multiply line 9 by 20% (0.20) 45,469,690 10 Alternative minimum tax foreign tax credit (AMTFTC). See instructions 2,481,515 11 11 Tentative minimum tax. Subtract line 11 from line 10 42,988,175 12 12 Regular tax liability before applying all credits except the foreign tax credit 86,666,996 13 13 Alternative minimum tax. Subtract line 13 from line 12. If zero or less, enter - 0-. Enter here and on Form 1120, Schedule J, line 3, or the appropriate line of the corporation's income tax return

Bed Bath & Beyond Inc. and Subsidiaries

278,508,766

Keep for Your Records

Adjusted Current Earnings (ACE) Worksheet

▶See ACE Worksheet Instructions.

10

	Pre-adjustment AMTI. Enter the amount from line 3	of Form 4626	· · · · · · · · · · · · · · · · · · ·		1	278,508,766
	ACE depreciation adjustment:					
а	AMT depreciation		2a	237,540,570		
b	ACE depreciation:					
	(1) Post- 1993 property	2b(1) 237,540	,570			
	(2) Post- 1989, pre- 1994 property	2b(2)	0			
	(3) Pre- 1990 MACRS property	2b(3)	0			
	(4) Pre- 1990 original ACRS property	2b(4)	0			
	(5) Property described in sections 168(f)(1)					
	through (4)	2b(5)	0			
	(6) Other property	2b(6)	0			
	(7) Total ACE depreciation. Add lines 2b(1) throu	gh 2b(6)	2b(7)	237,540,570		
С	ACE depreciation adjustment. Subtract line 2b(7) from	om line 2a			2c	0
	Inclusion in ACE of items included in earnings and p	orofits (E&P):				
а	Tax- exempt interest income		3a	0		
b	Death benefits from life insurance contracts		3b	0		
С	All other distributions from life insurance contracts (ii	ncluding surrenders)	3c	0		
d	Inside buildup of undistributed income in life insurar		3d	0		
е	Other items (see Regulations sections 1.56(g)-1(c)(6	6)(iii) through (ix) for a				
	partial list)		3e	0		
f	Total increase to ACE from inclusion in ACE of items	s included in E&P. Add li	nes 3a through	3e	3f	(
	Disallowance of items not deductible from E&P:		.			
а	Certain dividends received		4a	0		
0	Dividends paid on certain preferred stock of public u	utilities that are deductible	,			
	under section 247 (as affected by P.L. 113-295, Div.	A. section 221(a)(41)(A).	Dec.			
		,		0		
С	Dividends paid to an ESOP that are deductible under	er section 404(k)	4c	0		
d	Nonpatronage dividends that are paid and deductib					
	1382(c)		4d	0		
е	Other items (see Regulations sections 1.56(g)-1(d)(3		••••			
	nartial list\		4e	0		
f	Total increase to ACE because of disallowance of ite			4a		
	through 4e				4f	0
	Other adjustments based on rules for figuring E&P:					
а	Intengible drilling costs		5a	0		
b	Circulation expenditures		5b	0		
c	Organizational expenditures		5c	0		
d	LIFO inventory adjustments		5d	0		
e				0		
f	Total other E&P adjustments. Combine lines 5a thro	ough 5e			5f	(
•					6	(
	Acquisition expenses of life insurance companies for	r qualified foreign contrac	ts		7	0
	Donlotion				8	0
	Basis adjustments in determining gain or loss from s	sale or exchange of pre- 1	994 property		9	0
	Basis adjustments in determining gain or loss from s	saie or exchange of pre-1	994 property		9	

ERF F7.00.01 USACEP01

Adjusted current earnings. Combine lines 1, 2c, 3f, 4f, and 5f through 9. Enter the result here and on

line 4a of Form 4626

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Exhibit A Page 36 of 85 Cost of Goods Sold

Form 1125- A

(Rev. October 2016)

Department of the Treasury Internal Revenue Service ► Attach to Form 1120, 1120- C, 1120- F, 1120S, 1065, or 1065- B.

Information about Form 1125- A and its instructions is at www.irs.gov/form1125a.

OMB No. 1545-0123

Name	•		Employer identification numl	ber
Bed Bath	& Beyond Inc. and Subsidiaries			
1	Inventory at beginning of year	1	2,800,263,88	82
2	Purchases	2	9,077,421,0	12
3	Cost of labor	3		0
4	Additional section 263A costs (attach schedule) STATEMENT 14	4	-14,394,23	34
5	Other costs (attach schedule) STATEMENT 15	5	-1,481,069,90	02
6	Total. Add lines 1 through 5	6	10,382,220,79	58
7	Inventory at end of year	7	2,700,252,89	51
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2			
	or the appropriate line of your tax return. See instructions	8	7,681,967,96	07
9a	Check all methods used for valuing closing inventory:			
	(i) X Cost			
	(ii) Lower of cost or market			
	(iii) X Other (Specify method used and attach explanation.) ► RETAIL METHOD			
b	Check if there was a writedown of subnormal goods		· · · · · · · · · · · · · · · · · · ·	
С	Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach	Form	970)	\Box
d	If the LIFO inventory method was used for this tax year, enter amount of closing inventory comp	uted		
	under LIFO	9d	0	
е	If property is produced or acquired for resale, do the rules of section 263A apply to the entity? S	ee ins	structions X Yes	No
f	Was there any change in determining quantities, cost, or valuations between opening and closin	g inve	entory? If "Yes,"	
	attach explanation		Yes X	No
For Pape	erwork Reduction Act Notice, see separate instructions.		Form 1125- A (Rev. 10-2	2016)

ERF

Case 24-01533-VFP Doc 30-45 ANTEN 15/25 Entered 02/11/25 22:51:19

Exhibit A Page 37 of 85 Credit for Prior Year Minimum Tax Corporations

2017

28,227,021

9

Department of the Treasury Internal Revenue Service

Attach to the corporation's tax return. Go to www.irs.gov/Form8827 for the latest information.

Name Employer identification number Bed Bath & Bevond Inc. and Subsidiaries Alternative minimum tax (AMT) for 2016. Enter the amount from line 14 of the 2016 Form 4626 1 1 0 Minimum tax credit carryforward from 2016. Enter the amount from line 9 of the 2016 Form 8827 66,726,615 2 Enter any 2016 unallowed qualified electric vehicle credit (see instructions) 3 3 0 66,726,615 Add lines 1, 2, and 3 4 4 5 Enter the corporation's 2017 regular income tax liability minus allowable tax credits (see 81,487,769 5 Is the corporation a "small corporation" exempt from the AMT for 2017 (see instructions)? 6 Yes. Enter 25% of the excess of line 5 over \$25,000. If line 5 is \$25,000 or less, enter - 0- No. Complete Form 4626 for 2017 and enter the tentative minimum tax from line 12 42,988,175 6 Subtract line 6 from line 5. If zero or less, enter - 0-38,499,594 7a For a corporation electing to accelerate the minimum tax credit, enter the bonus depreciation amount attributable to the minimum tax credit (see instructions) 7b 0 38,499,594 7c Enter the smaller of line 4 or line 7c. If the corporation had a post-1986 ownership change or has pre- acquisition excess credits, see instructions 38,499,594 8a Current year minimum tax credit. Enter the smaller of line 4 or line 7a here and on Form 1120, Schedule J, Part I, line 5d (or the applicable line of your return). If the corporation had a post-1986 ownership change or has pre-acquisition excess credits, see instructions. If you made an entry on line 7b, go to line 8c. Otherwise, skip line 8c 38,499,594 8b Subtract line 8b from line 8a. This is the refundable amount for a corporation electing to accelerate the minimum tax credit. Include this amount on Form 1120, Schedule J. Part II, line 19c (or the applicable line of your return) 0 8с

Minimum tax credit carryforward to 2018. Subtract line 8a from line 4. Keep a record of this amount to carry forward and use in future years

F7.00.01

	4	Case 24-01			COENDIC							51:19	Desc OMB No. 1545	5- 0123
	partment	of the Treasury	For calendar	year 2	017 or tax year irs.gov/Form1	r begi	nning 02	26_, _2	2017 , 6	ending 03 ()3, 20	18	2017	7
_	neck if:	ende Service			r, street, and roon							nnlove	r identification	number
1a co	nsolidate	ed return n 851) X	City		state, or province,							p.oye		
b i if	e/nonlife ted return	CONSOLIE Ded Dath & December 2 and Cubalification								C Da	ate incorp	oorated		
2 Pe	rsonal ho	lding co. PH)) Liberty	Avenue						10	05	1971	
3 Pe	rsonal se	rvice corp.									D To	tal asset	s (see instructions)
		- 3 attached X	Uni	on		NJ	07083				\$	6,90	03,266,975	
			E Check if:	(1)	Initial return	(2)	Final return	(3)	Name cl	hange (4)	Address	ch ange		
	1a	Gross receipts of	or sales						. 1a		,469,392			
	b	Returns and allo	owances						. 1b		0			
	С	Balance. Subtra	act line 1b from	line 1a	1							1c	12,468,469	
l n	2	Cost of goods s	sold (attach Fo	rm 112	b- A)							2	7,596,810	•
C		Gross profit. Su	otract line 2 fr	om line	1C					• • • • • •		3 4	4,871,659 2,357	
n		Dividends (Sche	edule C, line 1	9)						• • • • • •		5	17,941	•
	6	Interest Gross rents										6	17,041	0
	7	Gross rents Gross royalties										7	3,624	1,068
	8	Capital gain net	income (attac	h Sche	dule D (Form 1	120))						8	5,712	,
	9	Net gain or (loss	s) from Form 4	797, Pa	art II, line 17 (at	tach I	Form 4797)					9	17	7,221
	10	Other income (s	see instructions	s attac	ch statement)				S	TATEMENT 1		10	39,750	,408
	11	Total income.										11	4,941,062	2,317
(S	12	Compensation of	of officers (see	instruc	tions attach F	orm	1125-E)				•	12	83,132	2,264
<u>i</u>	13	Salaries and wa	ages (less emp	loymen	t credits)							13	1,153,148	3,622
n s t	14	Repairs and ma										14	79,410	•
r u	15	Bad debts										15	-3,601	•
ţ	16											16	525,004	•
D n e s	17	Taxes and licen										17	295,308	•
d f	18	Interest										18	83,937 38,994	•
Č ľ	19 20	Charitable contr	noutions	not elei	mod on Form 1	1425	A or olcowbor	0.00.50	turn (et	toch Form 46	62)	19 20	237,540	•
i	21		reciation from Form 4562 not claimed on Form 1125- A or elsewhere on return (attach Form 4562) etion ertising sion, profit- sharing, etc., plans								21	251,540	0	
n t	22										22	488,524		
t	23	Pension profit-									23	48,159	•	
n	24	Employee bene	fit programs	•								24	187,298	3,536
P	25	Domestic produ	iction activities	deduc	tion (attach For	m 89	03)					25	498	3,093
d		Other deduction							S	TATEMENT 3		26	1,367,698	3,624
e d u	27	Total deduction	ns. Add lines	12 throu	ıgh 26						•	27	4,585,054	, 681
ť	28	Taxable income								line 27 from	line 11.	28	356,007	7,636
n s	29a	Net operating lo								-	552,608	_		
	" b	Special deduction								'	617,233		0.400	
_	20	Add lines 29a a	nd 29b	200 5	om line 20. Co	o inct	uctions					29c	6,169	
Tax, e y fundant s	30	Taxable income										30	349,837 65,321	•
x,ra e Rdy	31	Total tax (Sche Total payments				Dort I	I line 24)			• • • • • •		31	124,005	•
fin	33	Estimated tax p									► X	33	121,000	0
dan	34	Amount owed.										34		0
	35	Overpayment.					•					35	58,683	3,853
е	36	Enter amount from	om line 35 vou	want:	Credited to 20	018 e	stimated tax	*	58,68	3,853 Refu i	nded 🕨	36	-	0
_	l h	nder penalties of pe elief, it is true, corre	rjury, I declare th	at I have	examined this ret	urn, inc	cluding accompa	nying sch	edules a	and statements.	and to the	best of n	ny knowledge and owledge.	
	gn 📗										_		S discuss this retu	rn
He	ere 📗)					2018-12-14	VP T	ax			h the pre e instruct	eparer shown belo	w
_		Signature of office	TOTIFATITE A	ndrisano	Donne		Date	Title		Det-			Yes	No
Pa		Print/Type prepar	rer's name		Preparer	s sign	acure			Date	Chec			
	eparei e Onl										self-	employed		
US	e Oili	,	•									Firm's Phon	s EIN ▶	
		Firm's address										FIION	o no.	
E/	or Panel	rwork Reduction	Act Notice	ee cer	arate instructi	ions					F7 00 0	1 1191	120P1 . Form 11	20 (2017)

Case 24-01533-VFRAS RECOMPLIFIED 02/11/25 Page 02/11/25 22:51:19 Desc

Bed Bath & Beyond Inc. and Subsidiaries Form 1120 (2017) Page 2 Dividends and Special Deductions (see instructions) Schedule C (a) Dividends (b) % (c) Special deductions received (a) x (b) 1 Dividends from less-than-20%-owned domestic corporations (other than debt-70 881.762 617.233 financed stock) 2 Dividends from 20%- or- more- owned domestic corporations (other than debt-0 80 0 financed stock) see instructions Dividends on debt-financed stock of domestic and foreign corporations 0 0 3 0 42 Dividends on certain preferred stock of less-than-20%-owned public utilities 0 Dividends on certain preferred stock of 20%- or- more- owned public utilities 0 0 5 Dividends from less-than-20%-owned foreign corporations and certain FSCs 0 70 0 6 Dividends from 20%- or- more- owned foreign corporations and certain FSCs 0 80 7 0 100 Dividends from wholly owned foreign subsidiaries 0 0 8 Total. Add lines 1 through 8. See instructions for limitation 617,233 9 10 Dividends from domestic corporations received by a small business investment 100 company operating under the Small Business Investment Act of 1958 0 0 100 0 Dividends from affiliated group members 11 100 0 12 Dividends from certain FSCs Dividends from foreign corporations not included on lines 3, 6, 7, 8, 11, or 12 204,124 13 4,950 14 Income from controlled foreign corporations under subpart F (attach Form(s) 5471) 12,221 15 Foreign dividend gross- up IC-DISC and former DISC dividends not included on lines 1, 2, or 3 16 17 Other dividends 1,254,047 Deduction for dividends paid on certain preferred stock of public utilities 18 0 Total dividends. Add lines 1 through 17. Enter here and on page 1, line 4 2,357,104 19 Total special deductions. Add lines 9, 10, 11, 12, and 18. Enter here and on page 1, line 29b 20 617,233

Case 24-01-588-VIFIP and Doci 30-2 Filed 02/31/25 Fintered 02/11/25 32:51:

SCII	edule 3 Tax Computation and Fayment (see instructions)				
Part	- Tax Computation				
1	Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120)). See inst.				
2	Income tax. Check if a qualified personal service corporation. See instructions	2	114,25	58,3	43
3	Alternative minimum tax (attach Form 4626)	3			0
4	Add lines 2 and 3	4	114,25	58,3	43
5a	Foreign tax credit (attach Form 1118) 5a 2,481,515				
b	Credit from Form 8834 (see instructions) 5b 0				
C	General business credit (attach Form 3800) 5c 5,179,227				
d	Credit for prior year minimum tax (attach Form 8827) 5d 49,971,806				
е	Bond credits from Form 8912 5e 0				
6	Total credits. Add lines 5a through 5e	6	57,63	32,5	48
7	Subtract line 6 from line 4	7	56,62	25,7	95
8	Personal holding company tax (attach Schedule PH (Form 1120))	8			0
9a	Recapture of investment credit (attach Form 4255) 9a 0				
b	Recapture of low-income housing credit (attach Form 8611) 9b 0				
C	Interest due under the look- back method completed long- term contracts (attach				
	Form 8697) 9c 0				
d	Interest due under the look- back methodincome forecast method (attach Form				
	8866) 9d 0				
е	Alternative tax on qualifying shipping activities (attach Form 8902) 9e 0				
f	Other (see instructions attach statement) 9f 0				
10	Total. Add lines 9a through 9f	10			0
11	Total tax. Add lines 7, 8, and 10. Enter here and on page 1, line 31	11	65,32	21,7	13 '
Part	II-Payments and Refundable Credits * Net tax liability under Sec 965 8,695,918				
12	2016 overpayment credited to 2017	12	26,11	10,5	66
13	2017 estimated tax payments	13	97,89	95,0	00
14	2017 refund applied for on Form 4466	14 (0)
15	Combine lines 12, 13, and 14	15	124,00)5,5	66
16	Tax deposited with Form 7004	16			0
17	Withholding (see instructions)	17			0
18	Total payments. Add lines 15, 16, and 17	18	124,00)5,5	66
19	Refundable credits from:				
а	Form 2439 19a 0				
b	Form 4136 19b 0				
С	Form 8827, line 8c 19c 0				
	Other (attach statement see instructions) 19d 0				
	Total credits. Add lines 19a through 19d	20			0
	Total payments and credits. Add lines 18 and 20. Enter here and on page 1, line 32		124,00	05,5	66
	edule K Other Information (see instructions)		-		_
1	Check accounting method: a ☐ Cash b X Accrual c ☐ Other (specify) ▶		Y	es	No
2	See the instructions and enter the:				
a	Business activity code no. ► 442299				
b	Business activity RETAIL SALES				
c	Draduct or conting I INENS AND HOUSEWARES				
3	Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group?				Х
•	If "Yes," enter name and EIN of the parent corporation				
4	At the end of the tay year				
4	At the end of the tax year: Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-e	vome+			
а			of the		
	organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all organization is stock entitled to vote? If "Yes " complete Part Lef Schedule C (Form 4120) (ettach Schedule C)				Χ
L	corporation's stock entitled to vote? If "Yes," complete Part I of Schedule G (Form 1120) (attach Schedule G)				^
b	Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total votin classes of the corporation's stock entitled to vote? If "Yes," complete Part II of Schedule G (Form 1120) (attach Sc		_		X

SCI	edule N Other information (continued from page 3)					
5	At the end of the tax year, did the corporation:	o of the total veti	of all alarges of -tl-	titled to	Yes	No
а	Own directly 20% or more, or own, directly or indirectly, 50% or mor vote of any foreign or domestic corporation not included on Form 8 : see instructions. If "Yes," complete (i) through (iv) below.	•			X	
	(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Pero Owned i Sto	n Vot	ge ing
SEE	STATEMENT ATTACHED				0.00	00
					0.00	00
					0.00	00
b	Own directly an interest of 20% or more, or own, directly or indirectly partnership (including an entity treated as a partnership) or in the besee instructions. If "Yes," complete (i) through (iv) below.	• •	,		X	
	(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Country of Organization	(iv) Maximur Owned Loss, or	in Prof	it,
BED	BATH & BEYOND MEXICO S. DE R.L. DE C.V.	98-0581587	MX		50.00	00
					0.00	00
					0.00	00
6	During this tax year, did the corporation pay dividends (other than seexcess of the corporation's current and accumulated earnings and page 2014).		_	ock) in		х
	If "Yes," file Form 5452, Corporate Report of Nondividend Distribution					
7	If this is a consolidated return, answer here for the parent corporation At any time during the tax year, did one foreign person own, directly		_	of all		
'	classes of the corporation's stock entitled to vote or at least 25% of the corporation of					X
	For rules of attribution, see section 318. If "Yes," enter:		•			
	(a) Percentage owned and (b) Owner's count					
	(c) The corporation may have to file Form 5472, Information Return Foreign Corporation Engaged in a U.S. Trade or Business. Enter th	_	•			
8	Check this box if the corporation issued publicly offered debt instrum			>		
	If checked, the corporation may have to file ${\bf Form~8281},$ Information	Return for Publicly Offered	Original Issue Discount	Instruments		
9	Enter the amount of tax-exempt interest received or accrued during		312,687			
10 11	Enter the number of shareholders at the end of the tax year (if 100 of the tax year and is electing to forego	or lewer) go the carryback period ch	eck here	▶ □		
	If the corporation is filing a consolidated return, the statement requir	ed by Regulations section	1.1502-21(b)(3) must be			
	attached or the election will not be valid.		h. 00	. 577 045		
12 13	Enter the available NOL carryover from prior tax years (do not reduce it by any de-					
10	Are the corporation's total receipts (page 1, line 1a, plus lines 4 through the tax year less than \$250,000?					X
	If "Yes," the corporation is not required to complete Schedules L, M-					
	cash distributions and the book value of property distributions (other					
14	Is the corporation required to file Schedule UTP (Form 1120), Uncer If "Yes," complete and attach Schedule UTP.	tain Tax Position Statemen	t? See instructions		X	
15a	Did the corporation make any payments in 2017 that would require i	it to file Form(s) 1099?			X	
b					X	
16	During this tax year, did the corporation have an 80% or more change	ge in ownership, including	a change due to redemp	tion of its		.,
17	own stock? During or subsequent to this tax year, but before the filing of this retr	urn did the corporation dia	nose of more than 65%	(by value)		X
17	of its assets in a taxable, non-taxable, or tax deferred transaction?	-	-			X
18	Did the corporation receive assets in a section 351 transfer in which market value of more than \$1 million?	any of the transferred asse	ets had a fair market basi	s or fair		x
19	During the corporation's tax year, did the corporation make any pays	ments that would require it	to file Forms 1042 and 1	042-S		
	under chapter 3 (sections 1441 through 1464) or chapter 4 (sections	s 1471 through 1474) of the	Code?		X	

Case 24% 0组58 36% MFIR and 100 00 1369-2 Filed 02/11/25 Entered 02/11 139 Desc Exh**ias Recrame 47 50 850 R FORM 1139**"

Form 1120 (2017)

Schedule L Balance Sheets per Books Beginning of tax year End of tax year (d) (c) **Assets** (b) 409,361,648 321,724,187 Cash 68,150,726 129,488,959 2a Trade notes and accounts receivable b 68.150.726 129.488.959 Less allowance for bad debts 2,800,263,882 2,625,858,204 3 Inventories. U.S. government obligations 0 4 5 Tax- exempt securities (see instructions) 0 STATEMENT 4 401,825,665 STATEMENT 9 764,769,205 6 Other current assets (attach statement) 7 0 Loans to shareholders Mortgage and real estate loans 0 0 8 9 Other investments (attach statement) 0 0 4,439,239,668 10a Buildings and other depreciable assets 4,815,527,512 b 2,789,051,006) 1,650,188,662 3,093,593,266) 1,721,934,246 Less accumulated depreciation 11a b Less accumulated depletion [0) 0 0) 0 Land (net of any amortization) 151,218,997 12 151,218,997 0 0 13a Intangible assets (amortizable only) b Less accumulated amortization 0) 0 0) 14 STATEMENT 5 STATEMENT 10 Other assets (attach statement) 1,228,041,477 1,188,273,177 15 6,709,051,057 6,903,266,975 Liabilities and Shareholders' Equity 16 1,087,972,346 1,065,961,067 1,521,471 1,501,542 17 Mortgages, notes, bonds payable in less than 1 year STATEMENT 6 975,525,167 STATEMENT 11 1,051,621,746 18 Other current liabilities (attach statement) Loans from shareholders 19 102.505.549 101.713.421 20 Mortgages, notes, bonds payable in 1 year or more 21 Other liabilities (attach statement) STATEMENT 7 1,977,921,713 STATEMENT 12 2,079,462,099 22 Capital stock: a Preferred stock 0 b Common stock 2,273,602 2,273,602 2,296,230 2,296,230 Additional paid- in capital 1,965,511,403 2,057,938,960 23 24 Retained earnings - Appropriated (attach statement) Retained earnings - Unappropriated 25 10,820,706,760 11,005,655,888 26 STATEMENT 8 -9,347,845 STATEMENT 13 5,088,391 Adjustments to shareholders' equity (attach statement) 10,215,539,109) 27 10,467,972,369 6,709,051,057 6,903,266,975 28 Total liabilities and shareholders' equity. Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return Note: The corporation may be required to file Schedule M-3. See instructions. Net income (loss) per books 1 7 Income recorded on books this year not Federal income tax per books 0 2 included on this return (itemize): Excess of capital losses over capital gains 0 3 Tax- exempt interest _ _\$ 4 Income subject to tax not recorded on books this year (itemize): 0 8 Deductions on this return not charged against book income this year (itemize): 5 Expenses recorded on books this year not a Depreciation \$ _____ deducted on this return (itemize): **b** Charitable contributions \$ а Depreciation \$ _____ b Charitable contributions \$ _____ Travel & entertainment \$ 0 9 Add lines 7 and 8 0

0 Add lines 1 through 5 10 Income (page 1, line 28) - line 6 less line 9 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L) 10,820,706,760 0 Balance at beginning of year 5 Distributions: 415,701,693 b Stock 230,752,565 Net income (loss) per books 2 0 Other increases (itemize): c Property 0 6 Other decreases (itemize): 230,752,565 0 8 Balance at end of year (line 4 less line 7) 11,005,655,888 Add lines 1, 2, and 3. . 11,236,408,453

Page 5

SCHEDULE M-3 (Form 1120)

Department of the Treasury

Net Income (Loss) Reconciliation for Corporations With Total Assets of \$10 Million or More

▶Attach to Form 1120 or 1120- C.

OMB No. 1545-0123

▶Go to www.irs.gov/Form1120 for instructions and the latest information. Internal Revenue Service Name of corporation (common parent, if consolidated return) Employer identification number Bed Bath & Beyond Inc. and Subsidiaries Check applicable box(es): Non-consolidated return Consolidated return (Form 1120 only) (3)Mixed 1120/L/PC group (4)Dormant subsidiaries schedule attached Part I Financial Information and Net Income (Loss) Reconciliation (see instructions) Did the corporation file SEC Form 10- K for its income statement period ending with or within this tax year? X Yes. Skip lines 1b and 1c and complete lines 2a through 11 with respect to that SEC Form 10-K. No. Go to line 1b. See instructions if multiple non-tax-basis income statements are prepared. Did the corporation prepare a certified audited non-tax-basis income statement for that period? Yes. Skip line 1c and complete lines 2a through 11 with respect to that income statement. No. Go to line 1c. Did the corporation prepare a non-tax-basis income statement for that period? Yes. Complete lines 2a through 11 with respect to that income statement. No. Skip lines 2a through 3c and enter the corporation's net income (loss) per its books and records on line 4a. Ending 03 03 2018 02 26 2017 2a Enter the income statement period: Beginning Has the corporation's income statement been restated for the income statement period on line 2a? Yes. (If "Yes," attach an explanation and the amount of each item restated.) X No. Has the corporation's income statement been restated for any of the five income statement periods immediately preceding the period on line 2a? Yes. (If "Yes." attach an explanation and the amount of each item restated.) 3a Is any of the corporation's voting common stock publicly traded? X Yes. No. If "No," go to line 4a. Enter the symbol of the corporation's primary U.S. publicly traded voting common **BBBY** Enter the nine-digit CUSIP number of the corporation's primary publicly traded voting 075896100 424,858,237 Worldwide consolidated net income (loss) from income statement source identified in Part I, line 1 4a 4a Indicate accounting standard used for line 4a (see instructions): (1) |X | GAAP (2) | IFRS (3) | Statutory (4) | Tax- basis (5) Other (specify) Net income from nonincludible foreign entities (attach statement) STATEMENT 16 9.432.351) 5a 5a Net loss from nonincludible foreign entities (attach statement and enter as a positive amount) STATEMENT 17 275,807 b 5b Net income from nonincludible U.S. entities (attach statement) 0) 6a Net loss from nonincludible U.S. entities (attach statement and enter as a positive amount) 0 b 6b 0 Net income (loss) of other includible foreign disregarded entities (attach statement) 7a Net income (loss) of other includible U.S. disregarded entities (attach statement) 0 b 7b Net income (loss) of other includible entities (attach statement) 0 С 7c Adjustment to eliminations of transactions between includible entities and nonincludible entities (attach 8 0 8 0 Adjustment to reconcile income statement period to tax year (attach statement) 9 q Intercompany dividend adjustments to reconcile to line 11 (attach statement) 0 10a 10a 0 Other statutory accounting adjustments to reconcile to line 11 (attach statement) b 10b Other adjustments to reconcile to amount on line 11 (attach statement) 0 10c C Net income (loss) per income statement of includible corporations. Combine lines 4 through 10 415,701,693 11 11 Note. Part I, line 11, must equal Part II, line 30, column (a), and Schedule M-1, line 1 (see instructions). 12 Enter the total amount (not just the corporation's share) of the assets and liabilities of all entities included or removed on the following lines. Total Assets Total Liabilities Included on Part I, line 4 7,040,806,518 4, 152, 178, 324 Removed on Part I, line 5 49,251,703 b 137,539,543 Removed on Part I, line 6 C 0 d Included on Part I, line 7 0 197,335,254

Case 24-01533-VEPAS) RECOMPLETION TO FORM (1/2/91/25 22:51:19 Desc

Casc 24-01333-VI 1 A 2 Bit 1			
Schedule M-3 (Form 1120) 2017	Exhibit A	Page 44 of 85	Page 2
Name of corporation (common parent, if consolidated	d return)		Employer identification number
Bed Bath & Beyond Inc. and Subsidiaries			
Check applicable box(es): (1) X Consolidated group (2)	Parent corp (3)	Consolidated eliminations (4) Subsid	iary corp (5) Mixed 1120/L/PC grou
Check if a sub- consolidated: (6) 1120 group (7)	1120 eliminations		
Name of subsidiary (if consolidated return)			Employer identification number
Part II Reconciliation of Net Income	(Loss) per In	come Statement of Includible	Corporations With

		(a)	(b)	(c)	(d)
Income (Loss)	Items	Income (Loss) per	Temporary	Permanent	Income (Loss) per
(Attach statements for line	es 1 through 12)	Income Statement	Difference	Difference	Tax Return
1 Income (loss) from equity metho	od foreign corporations	0	0	0	
2 Gross foreign dividends not pre	viously taxed	0	204,124	0	204,124
3 Subpart F, QEF, and similar income	ome inclusions		0	4,950	4,950
4 Section 78 gross- up			0	12,221	12,221
6 Gross foreign distributions previ		0	0	0	
6 Income (loss) from equity metho	d U.S. corporations	0	0	0	
7 U.S. dividends not eliminated in	tax consolidation	0	2,135,809	0	2,135,809
Minority interest for includible co		0	0	0	
Income (loss) from U.S. partners	ships	0	-542,834	0	-542,834
Income (loss) from foreign partn	erships	4,452,111	1,964,146	0	6,416,257 ST
I Income (loss) from other pass-t	hrough entities	0	0	0	0
2 Items relating to reportable trans		0	0	0	0
Interest income (see instructions		18,127,858	30,849	-216,801	17,941,906
Total accrual to cash adjustmen	t	0	0	0	0
Hedging transactions		0	0	0	0
Mark- to- market income (loss)		0	0	0	0
Cost of goods sold (see instruct	ions)	7,609,145,050)	12,334,663	0	7,596,810,387)
Sale versus lease (for sellers and		0	0	0	0
Section 481(a) adjustments			-33,139,407	0	-33,139,407
Unearned/deferred revenue		0	24,308,241	0	24,308,241
Income recognition from long-to		0	0	0	0
2 Original issue discount and other		0	0	0	0
Ba Income statement gain/loss on s					
abandonment, worthlessness, o					
assets other than inventory and		-275,813	275,813	0	
b Gross capital gains from Schedu	_				
amounts from pass-through ent			5,712,841	0	5,712,841
c Gross capital losses from Sched					
amounts from pass-through ent					
losses, and worthless stock loss			-236	0	-236
d Net gain/loss reported on Form			200		200
excluding amounts from pass-th					
			17,221	0	17,221
abandonment losses, and worth			0	0	0
e Abandonment losses			0	0	0
f Worthless stock losses (attach s			0	0	0
g Other gain/loss on disposition of asse		-	0	0	0
Capital loss limitation and carryf		9 7/9 793 160	-9,262,577	0	8,739,520,592 ST
Other income (loss) items with differen		8,748,783,169		-199,630	1,165,781,298
Total income (loss) items. Con		1,161,942,275	4,038,653	,	
7 Total expense/deduction items		-3,718,206,832	-338,008,869	274,475,789	-3,781,739,912
Other items with no differences		2,971,966,250			2,971,966,250
a Mixed groups, see instructions.		445 704 000	000 070 040	074 070 450	250 007 000
lines 26 through 28		415,701,693	-333,970,216	274,276,159	356,007,636
L DO :	liation totals	0	0	0	0
b PC insurance subgroup reconci		_	_	_	_
 c Life insurance subgroup reconct c Reconciliation totals. Combine 	iliation totals	0 415,701,693	-333,970,216	0 274,276,159	0 356,007,636

Case 24-01533-VFP "AS RECOMPUPED/250 F. TORM/2/13/35 22:51:19 Desc le M-3 (Form 1120) 2017 Exhibit A Page 45 of 85 Schedule M-3 (Form 1120) 2017 Page 3

Extribit 7 Tago 10 of 00	
Name of corporation (common parent, if consolidated return)	Employer identification number
Bed Bath & Beyond Inc. and Subsidiaries	
Check applicable box(es): (1) 🗓 Consolidated group (2) 🔲 Parent corp (3) 🔲 Consolidated eliminations (4) 🔲 Subsi	diary corp (5) Mixed 1120/L/PC grou
Check if a sub- consolidated: (6) 1120 group (7) 1120 eliminations	
Name of subsidiary (if consolidated return)	Employer identification number

Part III Reconciliation of Net Income (Loss) per Income Statement of Includible Corporations With

Expense/Deduction Items	(a) Expense per Income Statement	(b) Temporary Difference	(c) Permanent Difference	(d) Deduction per Tax Return
1 U.S. current income tax expense	272,199,929	0	-272,199,929	
2 U.S. deferred income tax expense	0	0	0	
3 State and local current income tax expense	0	31,477,991	0	31,477,991
4 State and local deferred income tax expense	0	0	0	
5 Foreign current income tax expense (other than foreign withholding taxes)	-1,439,387	0	1,439,387	0
6 Foreign deferred income tax expense	0	0	0	
7 Foreign withholding taxes	0	0	-454,407	-454,407
8 Interest expense (see instructions)	83,844,127	0	93,101	83,937,228
9 Stock option expense	0	-9,894,017	3,877,400	-6,016,617
Other equity- based compensation	60,634,420	20,174,989	-34,475,581	46,333,828
1 Meals and entertainment	3,583,053	0	-1,790,125	1,792,928
2 Fines and penalties	103,715	0	-103,715	0
3 Judgments, damages, awards, and similar costs	0	0	0	0
4 Parachute payments	0	0	0	0
5 Compensation with section 162(m) limitation	9,409,003	0	-5,409,003	4,000,000
6 Pension and profit-sharing	30,330,945	17,828,192	0	48,159,137
7 Other post- retirement benefits	0	0	0	0
8 Deferred compensation	4,498,432	-4,498,432	0	0
9 Charitable contribution of cash and tangible	85,547,967	0	41,568,365	127,116,332
20 Charitable contribution of intangible property	0	0	0	0
1 Charitable contribution limitation/carryforward		-88,121,541	0	-88,121,541
2 Domestic production activities deduction	ļ	0	498,093	498,093
3 Current year acquisition or reorganization investment	0	0	0	0
24 Current year acquisition or reorganization legal and accounting fees	0	0	0	0
25 Current year acquisition/reorganization other costs	0	0	0	0
26 Amortization/impairment of goodwill	0	15,444,152	0	15,444,152
7 Amortization of acquisition, reorganization, and				
start- up costs	0	4,366,332	0	4,366,332
28 Other amortization or impairment write- offs	-1,820,029	20,461,108	0	18,641,079
29 Reserved				
30 Depletion	0	0	0	0
1 Depreciation	303,293,978	-65,753,408	0	237,540,570
22 Bad debt expense	670,764	-4,272,262	0	-3,601,498
3 Corporate owned life insurance premiums	0	0	0	0
4 Purchase versus lease (for purchasers and/or lessees)	0	0	0	0
5 Research and development costs	0	0	0	0
6 Section 118 exclusion (attach statement)	0	0	0	0
7 Other expense/deduction items with differences (attach statement) STATEMENT 21	2,867,349,915	400,795,765	-7,519,375	3,260,626,305
8 Total expense/deduction items. Combine lines 1	. ,,	, , , , , , , ,	, -,	. ,,
through 37. Enter here and on Part II, line 27, reporting positive amounts as negative and				
negative amounts as positive	3,718,206,832	338,008,869	-274,475,789	3,781,739,912

Form 4626

Department of the Treasury Internal Revenue Service

Alternative Minimum Tax — Corporations

Attach to the corporation's tax return.

Go to www.irs.gov/Form/626 for instructions and the latest information

OMB No. 1545-0123

2017

Nam			r iden	tification number
Bed B	ath & Beyond Inc. and Subsidiaries			
	Note: See the instructions to find out if the corporation is a small corporation exempt from the alternative minimum tax (AMT) under section 55(e).			
1	Taxable income or (loss) before net operating loss deduction		1	355,390,403
2	Adjustments and preferences:			
а	Depreciation of post- 1986 property		2a	0
b	Amortization of certified pollution control facilities		2b	0
С	Amortization of mining exploration and development costs		2c	0
d	Amortization of circulation expenditures (personal holding companies only)		2d	0
е	Adjusted gain or loss		2e	0
f	Long-term contracts		2f	0
	Merchant marine capital construction funds		2g	0
h	Section 833(b) deduction (Blue Cross, Blue Shield, and similar type organizations only)		2h	0
i	Tax shelter farm activities (personal service corporations only)		2i	0
j	Passive activities (closely held corporations and personal service corporations only)		2 j	0
k	Loss limitations		2k	0
	Depletion		2 I	0
n	Tax- exempt interest income from specified private activity bonds		2m	0
n	Intangible drilling costs		2n	0
0	Other adjustments and preferences		20	-555,260
3	Pre-adjustment alternative minimum taxable income (AMTI). Combine lines 1 through 2o		3	354,835,143
4	Adjusted current earnings (ACE) adjustment:			
а	ACE from line 10 of the ACE worksheet in the instructions 4a 354,8	35,143		
	Subtract line 3 from line 4a. If line 3 exceeds line 4a, enter the difference as a negative amount. See instructions 4b	0		
С	Multiply line 4b by 75% (0.75). Enter the result as a positive amount 4c	0		
	Enter the excess, if any, of the corporation's total increases in AMTI from prior			
u	year ACE adjustments over its total reductions in AMTI from prior year ACE			
	adjustments. See instructions. Note: You must enter an amount on line 4d			
	(even if line 4b is positive) 4d	0		
е	ACE adjustment.			
	If line 4b is zero or more, enter the amount from line 4c		4e	0
	If line 4b is less than zero, enter the smaller of line 4c or line 4d as a negative amount			
5	Combine lines 3 and 4e. If zero or less, stop here; the corporation does not owe any AMT		5	354,835,143
6	Alternative tax net operating loss deduction. See instructions		6	0
7	Alternative minimum taxable income. Subtract line 6 from line 5. If the corporation held a residual			
•	interest in a REMIC, see instructions		7	354,835,143
	, , , , , , , , , , , , , , , , , , , ,			
8	Exemption phase- out (if line 7 is \$310,000 or more, skip lines 8a and 8b and enter - 0- on line 8c):			
а	Subtract \$150,000 from line 7. If completing this line for a member of a			
	controlled group, see instructions. If zero or less, enter - 0-	0		
b	Multiply line 8a by 25% (0.25) 8b	0		
С	Exemption. Subtract line 8b from \$40,000. If completing this line for a member of a controlled group,			
_	see instructions. If zero or less, enter - 0-		8c	0
9	Subtract line 8c from line 7. If zero or less, enter - 0-		9	354,835,143
10	Multiply line 9 by 20% (0.20)		10	59,107,310
11	Alternative minimum tax foreign tax credit (AMTFTC). See instructions		11	2,481,515
12	Tentative minimum tax. Subtract line 11 from line 10		12	56,625,795
13	Regular tax liability before applying all credits except the foreign tax credit		13	111,776,828
14	Alternative minimum tax. Subtract line 13 from line 12. If zero or less, enter - 0 Enter here and on Form			. ,
-	1120, Schedule J, line 3, or the appropriate line of the corporation's income tax return		14	0
	1.125, Contours 5, mile 6, or the appropriate mile of the corporation's meeting tax forting		14	- 4000

Bed Bath & Beyond Inc. and Subsidiaries

Adjusted Current Earnings (ACE) Worksheet

▶See ACE Worksheet Instructions.

Keep for Your Records

1	Pre-adjustment AMTI. Enter the amount from line 3	of Form	4626			1	354,835,143
2	ACE depreciation adjustment:						
а	AMT depreciation			2a	237,540,570		
b	ACE depreciation:						
	(1) Post- 1993 property	2b(1)	237,540,570				
	(2) Post- 1989, pre- 1994 property	2b(2)	0				
	(3) Pre- 1990 MACRS property	2b(3)	0				
	(4) Pre- 1990 original ACRS property	2b(4)	0				
	(5) Property described in sections 168(f)(1)						
	through (4)	2b(5)	0				
	(6) Other property	2b(6)	0				
	(7) Total ACE depreciation. Add lines 2b(1) throu			2b(7)	237,540,570		
С	ACE depreciation adjustment. Subtract line 2b(7) fire			(.,		2c	0
3	Inclusion in ACE of items included in earnings and						
а	Tay ayampt interest income		•	3a	0		
b	Death benefits from life insurance contracts	•••••		3b	0		
c	All other distributions from life insurance contracts (i	ncludina	currenders)	3c	0		
d	Inside buildup of undistributed income in life insurar			3d	0		
	Other items (see Regulations sections 1.56(g)-1(c)(Ju	0		
е	nortial list\			3e	0		
f	partial list)					3f	0
	Total increase to ACE from inclusion in ACE of items Disallowance of items not deductible from E&P:	s include	d in E&P. Add lines 3	a through 3	se	JI .	0
4				1 4- 1	0		
а	Certain dividends received		-t d-dth-	4a	0		
b	Dividends paid on certain preferred stock of public						
	under section 247 (as affected by P.L. 113-295, Div			1 1			
	19, 2014, 128 Stat. 4043)			4b	0		
C	Dividends paid to an ESOP that are deductible und			4c	0		
d	Nonpatronage dividends that are paid and deductib	le under	section		_		
	1382(c)			4d	0		
е	Other items (see Regulations sections 1.56(g)-1(d)(3)(i) and	(ii) for a		_		
	partial list)			4e	0		
f	Total increase to ACE because of disallowance of ite	ems not o	deductible from E&P. I	Add lines 4	a		
	through 4e					4f	0
5	Other adjustments based on rules for figuring E&P:			1 1			
а	Intangible drilling costs			5a	0		
b	Circulation expenditures			5b	0		
C				5c	0		
d	LIFO inventory adjustments			5d	0		
е	Installment sales			5e	0		
f	Total other E&P adjustments. Combine lines 5a thro	ough 5e				5f	0
6	Disallowance of loss on exchange of debt pools					6	0
7	Acquisition expenses of life insurance companies fo	r qualifie	d foreign contracts			7	0
8	Depletion					8	0
9	Basis adjustments in determining gain or loss from s	sale or ex	change of pre- 1994 p	roperty		9	0
10	Adjusted current earnings. Combine lines 1, 2c, 3	f, 4f, and	5f through 9. Enter th	e result he	e and on		
	line 4a of Form 4626					10	354,835,143

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Form 1125- A

Department of the Treasury

Internal Revenue Service

Cost of Goods Sold (Rev. October 2016)

Attach to Form 1120, 1120-C, 1120-F, 1120S, 1065, or 1065-B.

▶ Information about Form 1125- A and its instructions is at www.irs.gov/form1125a.

OMB No. 1545-0123

Name			Employer ident	ification nu	ımber
Bed Bath	& Beyond Inc. and Subsidiaries				
1	Inventory at beginning of year	1		2,800,263	,882
2	Purchases	2		9,077,421	,012
3	Cost of labor	3			0
4	Additional section 263A costs (attach schedule) STATEMENT 14	4		-14,394	,234
5	Other costs (attach schedule) STATEMENT 15	5		-1,566,227	,422
6	Total. Add lines 1 through 5	6		10,297,063	,238
7	Inventory at end of year	7		2,700,252	,851
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2				
	or the appropriate line of your tax return. See instructions	8		7,596,810	,387
9a	Check all methods used for valuing closing inventory:				
	(i) X Cost				
	(ii) Lower of cost or market				
	(iii) X Other (Specify method used and attach explanation.) ► RETAIL METHOD				
b	Check if there was a writedown of subnormal goods				•
c	Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach				• 🗍
d	If the LIFO inventory method was used for this tax year, enter amount of closing inventory compa	uted			
	under LIFO	9d	0		
е	If property is produced or acquired for resale, do the rules of section 263A apply to the entity? S	ee ins	tructions	X Yes	No
f	Was there any change in determining quantities, cost, or valuations between opening and closin	g inve	entory? If "Yes,"		
	attach explanation			Yes	X No
For Pape	erwork Reduction Act Notice, see separate instructions.		Form 112	5- A (Rev. 1	10- 2016)

ERF

Case 24-01533-VFP"ASoRSCOMPRED TOZD 1729 R ENGRED 1/2/39/25 22:51:19

Credit for Prior Year Minimum Tax — Corporations

OMB No. 1545-0123

2017

Department of the Treasury Internal Revenue Service

Attach to the corporation's tax return. ▶Go to www.irs.gov/Form8827 for the latest information.

Name		Employer i	dentification number
Bed E	Bath & Beyond Inc. and Subsidiaries		
1	Alternative minimum tax (AMT) for 2016. Enter the amount from line 14 of the 2016 Form 4626	1	0
2	Minimum tax credit carryforward from 2016. Enter the amount from line 9 of the 2016 Form 8827	2	66,726,615
3	Enter any 2016 unallowed qualified electric vehicle credit (see instructions)	3	0
4	Add lines 1, 2, and 3		66,726,615
5	Enter the corporation's 2017 regular income tax liability minus allowable tax credits (see		
	instructions)	5	106,597,601
6	Is the corporation a "small corporation" exempt from the AMT for 2017 (see instructions)?		
	• Yes. Enter 25% of the excess of line 5 over \$25,000. If line 5 is \$25,000 or less, enter - 0-		
	No. Complete Form 4626 for 2017 and enter the tentative minimum tax from line 12	6	56,625,795
7a	Subtract line 6 from line 5. If zero or less, enter - 0-		49,971,806
b	For a corporation electing to accelerate the minimum tax credit, enter the bonus depreciation		
	amount attributable to the minimum tax credit (see instructions)	7b	0
С	Add lines 7a and 7b		49,971,806
8a	Enter the smaller of line 4 or line 7c. If the corporation had a post- 1986 ownership change or		
	has pre- acquisition excess credits, see instructions	8a	49,971,806
b	Current year minimum tax credit. Enter the smaller of line 4 or line 7a here and on Form 1120,		
	Schedule J, Part I, line 5d (or the applicable line of your return). If the corporation had a post-1986		
	ownership change or has pre-acquisition excess credits, see instructions. If you made an entry		
	on line 7b, go to line 8c. Otherwise, skip line 8c	8b	49,971,806
С	Subtract line 8b from line 8a. This is the refundable amount for a corporation electing to accelerate		
	the minimum tax credit. Include this amount on Form 1120, Schedule J, Part II, line		
	19c (or the applicable line of your return)	8c	0
9	Minimum tax credit carryforward to 2018. Subtract line 8a from line 4. Keep a record of this		
	amount to carry forward and use in future years	9	16,754,809

EXHIBIT B

Department of the Treasury Internal Revenue Service		►Informati	on about Form	1120X and its inst	ructions is at www.irs.gov	/form1120x.	(Enter month and year.)				
	Name					E	Employer identification nur				
Please	Bed Bath & Beyond Inc. and Subsidiaries										
Туре	Number, street, and room or suite no. If a P.O. box, see instructions.										
or	650 Liberty Aven	ue	Ta	x Department							
Print	City or town, state	e, and ZIP code				1	Teleph one n	number (optional)			
	Union	NJ	07083			9	908-855-4	328			
Enter nam	e and address used	on original return. I	f same as above, wr	ite "Same."							
SAME											
Internal I	Dovonuo Contico	Captar where	riginal return wa	a filed A Ofile							

Internal Revenue Service Center where original return was filed

etile

Fill in applicable items and use Part II on page 2 to explain any changes

	• •				•		•	
Par	t I Income and Deductions (see instructions)		(a) As originally reported or as previously adjusted	increa)) Net change - se or (decrease plain in Part II	<u>:</u>)-	(c) Correct amount	
1	Total income	1	4,191,154,064		-19,960,2	271	4,171,193,793	
2	Total deductions	2	3,748,664,263		-30,051,9	947	3,718,612,316	
3	Taxable income. Subtract line 2 from line 1	3	442,489,801		10,091,6	676	452,581,477	
4	Total tax	4	60,901,013		-9,352,9	953	51,548,060	
Pay	Payments and Credits (see instructions)							
5a	Overpayment in prior year allowed as a credit	5a	8,702,612			0	8,702,612	
b		5b	45,810,000			0	45,810,000	
С	Refund applied for on Form 4466	5с	0			0	0	
d	Subtract line 5c from the sum of lines 5a and 5b	5d	54,512,612			0	54,512,612	
е	Tax deposited with Form 7004	5e	29,000,000			0	29,000,000	
f	Credit from Form 2439	5f	0			0	0	
g	Credit for federal tax on fuels and other refundable							
_	credits	5g	0			0	0	
6 7	Tax deposited or paid with (or after) the filing of the original return Add lines 5d through 6, column (c)					7	3,737,418 87,250,030	
8	Overpayment, if any, as shown on original return or as later adjus-	ted				8	26,349,017	
9	Subtract line 8 from line 7					9	60,901,013	
Tax	Due or Overpayment (see instructions)							
10	Tax due. Subtract line 9 from line 4, column (c). If paying by che States Treasury"	•			▶	10	0	
11	Overpayment. Subtract line 4, column (c), from line 9					11	9,352,953	
12	Enter the amount of line 11 you want: Credited to 20 Estin	 nate	d tax	0 Ref	unded •	12	9,352,953	
Sig	12 Enter the amount of line 11 you want: Credited to 20 Estimated tax ▶ 0 Refunded ▶ 12 9,352,953 Under penalties of perjury, I declare that I have filed an original return and that I have examined this amended return, including accompanying schedules and statements, and to the best of my knowledge and belief, this an ended return is true, correct, and complete. Declaration of preparer (other than tax payer) is based on all information of which preparer has any knowledge. Sign Here							
	Signature of officer Toni-Anne Andrisano		Date	T	tle			
Paid	Print/Type preparer's name Preparer's sig	natu	re Date		Check	if	PTIN	
Prep	arer				self-employe	ed		
Use	Only Firm's name			Firm	's EIN			
	Firm's address		Pho	ne no.				

Doc 30-2 Filed 02/11/25 Entered 02/11/25 22:51:19 Case 24-01533-VFP Exhibit A Page 52 of 85 Form 1120X (Rev. 11-2016) Bed Bath & Beyond Inc. and Subsidiaries Page 2 Explanation of Changes to Items in Part I (Enter the line number from Part 1 for the items you are changing, and give the reason for each change. Show any computation in detail. Also, see What To Attach in the instructions.) If the change is due to a net operating loss carryback, a capital loss carryback, or a general business credit carryback, see Carryback Claims in the instructions, and check here STATEMENT 1

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BED BATH & BEYOND CORPORATION INCOME TAX RETURN

EIN# FYE: 03/02/2019

EXPLANATION OF AMENDED TAX RETURN CHANGES

Form 1120X, Part II - Statement 1: Explanation of Changes to Items in Part I

Form 1120X, Page 1, Line 1 – Total Income:

The reduction in total income of \$19,960,271 represents the cost of product donations that is currently deductible by Bed Bath & Beyond Inc. and Subsidiaries, ("taxpayer") pursuant to the provisions of IRS Notice 2008-90.

On the taxpayer's originally filed tax return, Form 1120, it generated a charitable contribution amount of \$50,017,624 pursuant to IRC §170(e)(3), the enhanced contribution deduction for its tax year end of March 2, 2019 ("TY2018"). The taxpayer's TY2018 charitable contribution deduction was subject to the IRC §170(b)(2) contribution limitation based on taxable income on its originally filed Form 1120.

The taxpayer has determined that given their current economic situation, it is unlikely that the taxpayer will be able to utilize the TY2018 charitable contribution carryovers prior to their expiration.

The taxpayer is relying on Notice 2008-90 guidance that permits a taxpayer who makes donations during a taxable year, that qualify for the enhanced deduction under IRC Sec 170(e)(3), to elect whether to apply to some or all of such donations made during a taxable year, the special rules pursuant to IRC Sec. 170(e)(3) and the regulations thereunder (Treas. Reg.§ 1.170A-4A) or, alternatively, apply the "general section 170 rules" in Treas. Reg. § 1.170A-1(c)(4) so that costs incurred in the year of contribution with respect to donated property, remain embedded in COGS (thereby increasing the COGS deduction and reducing income) and would be deductible under IRC §162.

Form 1120X, Page 1, Line 2 – Total Deductions:

The reduction in total deduction in the amount of \$30,051,947 is attributable to recalculation of the taxpayer's deductible 10% contribution limit under IRC Sec 170(b)(2) after the application of the changes to Line 1 referenced above.

Form 1120X, Page 1, Line 3:

The increase in taxable income of \$10,091,676 is a correlative adjustment to the changes to Lines 1 and 2 referenced above

Form 1120X, Page 1, Line 4:

The reduction in tax liability of \$9,352,953 is a correlative adjustment to the changes to Lines 1 and 2 referenced above and the additional prior year minimum tax credit allowed based on this adjustment.

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Form **8302** (Rev. November 2018)

Department of the Treasury

Electronic Deposit of Tax Refund of \$1 Million or More

► Attach to your income tax return (other than Forms 1040, 1120, or 1120\$), Form 1045, or Form 1139.

► Go to www.irs.gov/Form8302 for the latest information.

OMB No. 1545-1763

Name(s) shown on income tax return	lde	ntifying number		
Bed Bath & Beyond Inc. and Subsidiaries					
Name	and location (city, state) of bank	Taxpayer's phone number			
JP Morgan Chase (NY, NY)			908-209-3685		
1	Method of deposit (one box must be checked) Direct deposit Fedwire Routing number (must be nine digits). The first two digits must be between 01 and	12 or 21	through 32.		
3	Account number (include hyphens but omit spaces and special symbols):	4	Type of account (one box must be checked): ☑ Checking ☐ Savings		

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Purpose of Form

File Form 8302 to request that the IRS electronically deposit a tax refund of \$1 million or more directly into an account at any U.S. bank or other financial institution (such as a mutual fund, credit union, or brokerage firm) that accepts electronic deposits.

The benefits of an electronic deposit include a faster refund, the added security of a paperless payment, and the savings of tax dollars associated with the reduced processing costs.

Who May File

Form 8302 may be filed with any tax return other than Form 1040, 1120, or 1120S to request an electronic deposit of a refund of \$1 million or more. You are not eligible to request an electronic deposit if:

- The receiving financial institution is a foreign bank or a foreign branch of a U.S. bank, or
- You have applied for an employer identification number but are filing your tax return before receiving one.

If Form 8302 is filed with Form 1045, Application for Tentative Refund, or Form 1139, Corporation Application for Tentative Refund, both of which allow for more than one year's reporting, electronic deposits may be made only for a year for which the refund is at least \$1 million.

Note: Filers of Form 1040 must request a direct deposit of refund by completing the account information on that form. Filers of Forms 1120 or 1120S must request a direct deposit of a refund using Form 8050, Direct Deposit of Corporate Tax Refund. This includes a request for a refund of \$1 million or more.

Conditions Resulting in a Refund by Check

If the IRS is unable to process this request for an electronic deposit, a refund by check will be generated. Reasons for not processing a request include:

- The name on the tax return does not match the name on the account.
- You fail to indicate the method of deposit to be used (direct deposit or Fedwire).
- The financial institution rejects the electronic deposit because of an incorrect routing or account number.
- You fail to indicate the type of account the deposit is to be made to (checking or savings).
- There is an outstanding liability the offset of which reduces the refund to less than \$1 million.
- You are subject to the Treasury Offset Program (TOP) and fail to indicate direct deposit as the method of deposit to be used

How To File

Attach Form 8302 to the applicable return or application for refund. To ensure that your tax return is correctly

processed, see Assembling the Return in the instructions for the form with which the Form 8302 is filed. For Forms 1045 or 1139, attach a separate Form 8302 for each carryback year.

Specific Instructions

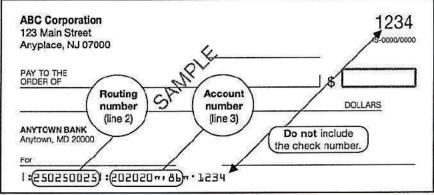
Identifying number. Enter the employer identification number or social security number shown on the tax return to which Form 8302 is attached.

Line 1. Direct deposit is an electronic payment alternative that uses the Automated Clearing House (ACH) system. Fedwire is a transaction-bytransaction processing system designed for items that must be received by payees the same day as originated by the IRS.

When there is a verified potential that the tax refund will be applied to a debt owed to a particular agency, a Fedwire deposit will be rejected due to the offset. To receive an electronic deposit, elect to use the direct deposit method of deposit instead of Fedwire.

Line 2. Enter the financial institution's routing number and verify that the institution will accept the type of electronic deposit requested. See the

Sample Check



Note: The routing and account numbers may be in different places on your check.

	(Case 24-01533-VFP Doc 3024-416-05-1/25 Entered 02/11/25 22	:51:19	Desc OMB No. 1545-0123	
	artment o	U.S. Corparable A Incage 55 ax 85 eturn For calendar year 2018 or tax year beginning 03 04, 2018, ending 03 02, 20 Go to www.irs.gov/Form1120 for instructions and the latest information.	<u>19</u>	2018	
	eck if:	Name, Number, street, and room or suite no. If a P.O. box, see instructions.	mploye	r identification number	
(att	nsolidated ach Form	851) ^ TYPE			
b Life	e/nonlife ed return	consoli- OR Bed Bath & Beyond Inc. and Subsidiaries	ate incorp	oorated	
2 Per (att	sonal hol ach Sch.	ting co. PRINT 650 Liberty Avenue	0 05 1971		
S Per (se	sonal ser e instructi	ons)	otal assets (see instructions)		
4 Sch	edule M-	3 attached X Union NJ 07083 \$		25,788,455	
	4.0	E Check if: (1) Initial return (2) Final return (3) Name change (4) X Addres Gross receipts or sales 11,683,351,615			
			_		
	C	Returns and allowances		11,683,351,615	
- 1	2	Cost of goods sold (attach Form 1125- A)	2	7,719,361,607	
n c	3	Gross profit. Subtract line 2 from line 1c	3	3,963,990,008	
ŏ m	4	Dividends and inclusions (Schedule C, line 23, column (a))	4	1,143,096	
e	5	Interest		11,275,040	
	6	Gross rents		42,526,754	
	7	Gross royalties	7	5,733,948	
	8	Capital gain net income (attach Schedule D (Form 1120))	8	38,956,816	
	9	Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)	9	411,653	
	10	Other income (see instructions attach statement) STATEMENT 1 Tetal income Add lines 3 through 10		107,156,478 4,171,193,793	
(S	11	Total income. Add lines 3 through 10	_	5,321,000	
(S e e	13	Salaries and wages (less employment credits)		1,258,762,125	
n s		Repairs and maintenance		75,170,955	
t r u		Bad debts		-76,474	
ç	16	Rents	16	571,233,039	
D n e s	17	Taxes and licenses STATEMENT 2	17	274,919,511	
	18	Interest (see instructions)	18	81,917,993	
d f	19	Charitable contributions	19	19,965,677	
T		Depreciation from Form 4562 not claimed on Form 1125- A or elsewhere on return (attach Form 4562)		182,355,421	
o "		Depletion Advantage a		405,772,651	
S a t	22	Advertising		11,966,834	
o n s	24	Pension, profit- sharing, etc., plans Employee benefit programs	24	152,957,948	
o n	25	Reserved for future use	25	. ,	
d	1	Other deductions (attach statement) STATEMENT 3	26	665,075,758	
ď	27	Total deductions. Add lines 12 through 26	27	3,705,342,438	
t	28	Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11.	28	465,851,355	
0 n s.	29a	Net operating loss deduction (see instructions) 29a 5,552,608			
	b	Special deductions (Schedule C, line 24, column (c)) 29b 7,717,270		40,000,070	
_	30	Add lines 29a and 29b	29c	13,269,878 452,581,477	
T.s	31		30	51,548,060	
Tax, edy metron to the contract of the contrac		Total tax (Schedule J, Part I, line 11) 2018 net 965 tax liability paid (Schedule J, Part II, line 12)	32	0	
Rďy e i f i m		Total payments, credits, and section 965 net tax liability (Schedule J, Part III, line 23)	33	60,901,013	
n s,e		Estimated tax penalty. See instructions. Check if Form 2220 is attached.	34	0	
an bdt	35	Amount owed. If line 33 is smaller than the total of lines 31, 32, and 34, enter amount owed	35	0	
l s e		Overpayment. If line 33 is larger than the total of lines 31, 32, and 34, enter amount overpaid	36	9,352,953	
_	37 Un	□ Intel amount from time 36 you want: □ required to ∠o 9 estimated tax ► 0 Refunded ► derpenalties of perjury. I declare that I have examined this return, including accompanying schedules and statements, and to the	37 e best of m	9,352,953	
Sig	an li	der penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the lief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has been considered.	as any kno	owledge.	
He				discuss this return eparer shown below	
		Signature of officer Toni-Anne Andrisano Date Title	ee instruct		
Pai	d	Print/Type preparer's name Preparer's signature Date Che	ck if	DTIN	
	u parer	self-	employed	1	
		Firm's name	Firm's	s EIN 🕨	
		Firm's address	Phon	e no.	

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Form	1120 (2018) Bed Bath & Beyond Inc. and Subsidiaries			Page 2
Sch	Dividends, Inclusions, and Special Deductions (see instructions)	(a) Dividends and inclusions	(b) %	(c) Special deductions (a) x (b)
1	Dividends from less- than- 20%- owned domestic corporations (other than debt-financed stock)	517,542	50	258,771
2	Dividends from 20%- or- more- owned domestic corporations (other than debt-financed stock)	0	65	0
3	Dividends on certain debt-financed stock of domestic and foreign corporations	0	see instructions	0
4	Dividends on certain preferred stock of less-than-20%-owned public utilities	0	23.3	0
5	Dividends on certain preferred stock of 20%- or- more- owned public utilities	0	26.7	0
6	Dividends from less- than- 20%- owned foreign corporations and certain FSCs	0	50	0
7	Dividends from 20%- or- more- owned foreign corporations and certain FSCs	0	65	0
8	Dividends from wholly owned foreign subsidiaries	0	100	0
9 10	Subtotal. Add lines 1 through 8. See instructions for limitations Dividends from domestic corporations received by a small business investment	517,542	see instructions	258,771
10	company operating under the Small Business Investment Act of 1958	0	100	0
11	Dividends from affiliated group members	0	100	0
12 13	Dividends from certain FSCs Foreign- source portion of dividends received from a specified 10%- owned foreign	0	100	0
14	corporation (excluding hybrid dividends) (see instructions) Dividends from foreign corporations not included on line 3, 6, 7, 8, 11, 12, or 13	0	100	0
	(including any hybrid dividends)	98,318	see instructions	
15 16a	Section 965(a) inclusion Subpart F inclusions derived from the sale by a controlled foreign corporation (CFC) of the stock of a lower-tier foreign corporation treated as a dividend (attach Form(s)	0		0
b	5471) (see instructions) Subpart F inclusions derived from hybrid dividends of tiered corporations (attach Form(s) 5471) (see instructions)	0	100	0
С	Other inclusions from CFCs under subpart F not included on line 15, 16a, 16b, or 17 (attach Form(s) 5471) (see instructions)	5,802		
17	Global Intangible Low-Taxed Income (GILTI) (attach Form(s) 5471 and Form 8992)	48,467		
18	Gross- up for foreign taxes deemed paid	10,029		
19	IC-DISC and former DISC dividends not included on lines 1, 2, or 3	0		
20	Other dividends	462,938		
21	Deduction for dividends paid on certain preferred stock of public utilities			0
22 23	Section 250 deduction (attach Form 8993) Total dividends and inclusions. Add lines 9 through 20. Enter here and on page 1,			7,458,499
24	line 4 Total special deductions. Add lines 9 through 22, column (c). Enter here and on page	1,143,096 1, line 29b		7,717,270

Form 1120 (2018)

Tax Computation and Payment (see instructions) Schedule J Part I - Tax Computation Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120)). See inst. 1 Income tax. See instructions 2 2 95,042,110 Base erosion minimum tax (attach Form 8991) 3 3 0 Add lines 2 and 3 95,042,110 4 4 Foreign tax credit (attach Form 1118) 2,100,729 5a Credit from Form 8834 (see instructions) 5b b General business credit (attach Form 3800) 3,572,099 Credit for prior year minimum tax (attach Form 8827) 37,821,222 5d Bond credits from Form 8912 5e Total credits. Add lines 5a through 5e 6 43,494,050 6 Subtract line 6 from line 4 51,548,060 7 7 Personal holding company tax (attach Schedule PH (Form 1120)) 0 8 8 Recapture of investment credit (attach Form 4255) 0 9a Recapture of low-income housing credit (attach Form 8611) 0 9b Interest due under the look- back method- - completed long- term contracts (attach 0 Form 8697)
Interest due under the look- back method--income forecast method (attach Form 0 0 Alternative tax on qualifying shipping activities (attach Form 8902) 9e 0 Other (see instructions--attach statement) Total. Add lines 9a through 9f 0 10 10 51,548,060 Total tax. Add lines 7, 8, and 10. Enter here and on page 1, line 31 11 Part II- Section 965 Payments (see instructions) 0 2018 net 965 tax liability paid from Form 965-B, Part II, column (k), line 2. Enter here and on page 1, line 32 . . Part III- Payments, Refundable Credits, and Section 965 Net Tax Liability 13 8,702,612 2018 estimated tax payments 45,810,000 14 2018 refund applied for on Form 4466 15 15 54,512,612 Combine lines 13, 14, and 15 16 Tax deposited with Form 7004 29,000,000 17 17 Withholding (see instructions) 18 0 Total payments. Add lines 16, 17, and 18 83,512,612 19 Refundable credits from: 0 a Form 2439 20a 0 **b** Form 4136 20b c Form 8827, line 8c 20c 0 d Other (attach statement--see instructions) STATEMENT 4 20d -22.611.599 0 2018 net 965 tax liability from Form 965- B, Part I, column (d), line 2. See instructions 22 Total payments, credits, and section 965 net tax liability. Add lines 19, 21, and 22. Enter here and on page 1,

60,901,013 Form 1120 (2018)

	edule K Other Information (see instructions)	<u>age 00 01 00</u>				aye 4	
1	Check accounting method: a Cash b X Accrual	c Other (specify	₍₎		Yes	No	
2	See the instructions and enter the:						
а	Business activity code no. ► 442299						
b	Business activity RETAIL SALES						
С						V	
3	Is the corporation a subsidiary in an affiliated group or a parent-subsidiary					X	
	If "Yes," enter name and EIN of the parent corporation						
4	At the end of the tay year						
4	At the end of the tax year: Did any foreign or domestic corporation, partnership (including any e	ontity troated as a partners	oin) trust or tax oxomo				
а	organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the						
corporation's stock entitled to vote? If "Yes," complete Part I of Schedule G (Form 1120) (attach Schedule G)							
b Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all							
classes of the corporation's stock entitled to vote? If "Yes," complete Part II of Schedule G (Form 1120) (attach Schedule G)							
5	At the end of the tax year, did the corporation:						
а	Own directly 20% or more, or own, directly or indirectly, 50% or more	e of the total voting power	of all classes of stock en	titled to			
	vote of any foreign or domestic corporation not included on Form 85	51, Affiliations Schedule? F	or rules of constructive	ownership,			
	see instructions. If "Yes," complete (i) through (iv) below.	(III) Faradayya		() D	X		
	(i) Name of Corporation	(ii) Employer Identification Number	(iii) Country of Incorporation	(iv) Perc Owned in	ı Voti	ge ing	
		(if any)	огрогалог	Stoc	ck		
SEE	STATEMENT ATTACHED				0.00	ın	
OLL	TATEMENT ATTACHED				0.00	,,,	
					0.00	00	
					0.00	00	
b	Own directly an interest of 20% or more, or own, directly or indirectly	, an interest of 50% or mo	re in any foreign or dom	estic			
	partnership (including an entity treated as a partnership) or in the be	eneficial interest of a trust?	For rules of constructive	ownership,	X		
	see instructions. If "Yes," complete (i) through (iv) below.	(III) Faradayya		(i.)			
	(i) Name of Entity	(ii) Employer Identification Number	(iii) Country of Organization	(iv) Maximum Owned in	n Profi	it,	
		(if any)	Organization	Loss, or	Capita	al	
REC	BATH & BEYOND MEXICO S. DE R.L. DE C.V.	98-0581587	MX		0.00	00	
-	BATTA BETOND MEXICO O. DE INE. DE C.V.	00 000 1001	m/v		0.00		
					0.00	00	
					0.00	00	
6	During this tax year, did the corporation pay dividends (other than st	tock dividends and distribu	tions in exchange for sto	ock) in			
	excess of the corporation's current and accumulated earnings and p	rofits? See sections 301 ar	nd 316			X	
	If "Yes," file Form 5452, Corporate Report of Nondividend Distribution	ons. See the instructions for	or Form 5452.				
	If this is a consolidated return, answer here for the parent corporation						
7	At any time during the tax year, did one foreign person own, directly					v	
	classes of the corporation's stock entitled to vote or at least 25% of t	he total value of all classes	of the corporation's sto	ck?		X	
	For rules of attribution, see section 318. If "Yes," enter: (a) Percentage owned and (b) Owner's count	n. •					
	(c) The corporation may have to file Form 5472, Information Return		I.S. Corporation or a Fo				
	Corporation Engaged in a U.S. Trade or Business. Enter the number	_		roigii			
8	Check this box if the corporation issued publicly offered debt instrum			▶ □			
-	If checked, the corporation may have to file Form 8281, Information			Instruments.			
9	Enter the amount of tax- exempt interest received or accrued during		_				
10	Enter the number of shareholders at the end of the tax year (if 100 o						
11	If the corporation has an NOL for the tax year and is electing to foreg						
	If the corporation is filing a consolidated return, the statement require	ed by Regulations section	1.1502-21(b)(3) must be	attached			
	or the election will not be valid.						
12	Enter the available NOL carryover from prior tax years (do not reduce page 1 line 29a.)	e it by any deduction repo		5 552 608			

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	1120 (2018)	P	age 5
Sch	edule K Other Information (continued from page 4)	,	
13	Are the corporation's total receipts (page 1, line 1a, plus lines 4 through 10) for the tax year and its total assets at the end	Yes	No
	of the tax year less than \$250,000?		X
	If "Yes," the corporation is not required to complete Schedules L, M-1, and M-2. Instead, enter the total amount of		
	cash distributions and the book value of property distributions (other than cash) made during the tax year. 🕨 👢0		
14	Is the corporation required to file Schedule UTP (Form 1120), Uncertain Tax Position Statement? See instructions	X	<u> </u>
	If "Yes," complete and attach Schedule UTP.		
15a	Did the corporation make any payments in 2018 that would require it to file Form(s) 1099?	X	<u> </u>
b	If "Yes," did or will the corporation file all required Forms 1099?	X	<u> </u>
16	During this tax year, did the corporation have an 80% or more change in ownership, including a change due to redemption of its		
	own stock?		X
17	During or subsequent to this tax year, but before the filing of this return, did the corporation dispose of more than 65% (by value)		
	of its assets in a taxable, non-taxable, or tax deferred transaction?		X
18	Did the corporation receive assets in a section 351 transfer in which any of the transferred assets had a fair market basis or fair		
	market value of more than \$1 million?		X
19	During the corporation's tax year, did the corporation make any payments that would require it to file Forms 1042 and 1042-S		
	under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474) of the Code?		X
20	Is the corporation operating on a cooperative basis?		<u> </u>
21	During the tax year, did the corporation pay or accrue any interest or royalty for which the deduction is not allowed under section		
	267A? See instructions If "Yes," enter the total amount of the disallowed deductions		
	If "Yes," enter the total amount of the disallowed deductions *0		
22	Does the corporation have gross receipts of at least \$500 million in any of the 3 preceding tax years? (See sections 59A(e)(2)		
	and (3))		
	If "Yes," complete and attach Form 8991.		
23	Did the corporation have an election under section 163(j) for any real property trade or business or any farming business in effect		
	during the tax year? See instructions		<u> </u>
24	Does the corporation satisfy one of the following conditions and the corporation does not own a pass-through entity with current		
	year, or prior year carryover, excess business interest expense? See instructions		
а	The corporation's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the		
	current tax year do not exceed \$25 million, and the corporation is not a tax shelter, or		
b	The corporation only has business interest expense from (1) an electing real property trade or business, (2) an electing farming		
	business, or (3) certain utility businesses under section 163(j)(7).		
	If "No," complete and attach Form 8990.		
25	Is the corporation attaching Form 8996 to certify as a Qualified Opportunity Fund?		<u> </u>
	If "Ves." enter amount from Form 8996, line 13		

Exhibit A Page 60 of 85 Form 1120 (2018) Page 6 Schedule L Balance Sheets per Books Beginning of tax year End of tax year (d) (a) (c) 321,724,187 412,507,825 1 Cash Trade notes and accounts receivable 129,488,959 81,722,573 2a b 129.488.959 81.722.573 Less allowance for bad debts 2,512,666,849 2,625,858,204 3 Inventories U.S. government obligations 0 4 5 Tax- exempt securities (see instructions) 0 764,171,932 STATEMENT 5 764,769,205 STATEMENT 10 6 Other current assets (attach statement) 7 Loans to shareholders 0 Mortgage and real estate loans 0 0 8 9 Other investments (attach statement) 0 0 4,815,527,512 10a Buildings and other depreciable assets 5,118,886,075 b 3,093,593,266) 1,721,934,246 3,443,456,403) 1,675,429,672 Less accumulated depreciation 11a b Less accumulated depletion 0) 0 0) 0 Land (net of any amortization) 151,218,997 12 144,626,002 0 0 13a Intangible assets (amortizable only) b Less accumulated amortization 0) 0 0) STATEMENT 6 STATEMENT 11 14 Other assets (attach statement) 1,188,273,177 834 663 602 6,903,266,975 6,425,788,455 15 Liabilities and Shareholders' Equity 16 Accounts payable..... 1,065,961,067 985,887,625 1,501,542 3,318,744 17 Mortgages, notes, bonds payable in less than 1 year 579,935,053 STATEMENT 7 1,051,621,746 STATEMENT 12 18 Other current liabilities (attach statement) Loans from shareholders 19 101.713.421 100.876.267 20 Mortgages, notes, bonds payable in 1 year or more 21 Other liabilities (attach statement) STATEMENT 8 2,079,462,099 STATEMENT 13 2,694,945,699 22 Capital stock: a Preferred stock 0 b Common stock 2,296,230 2,296,230 2,304,100 2,304,100 2,057,938,960 2,118,636,704 23 24 Retained earnings - Appropriated (attach statement) 11,005,655,888 25 Retained earnings - Unappropriated 10,545,047,940 26 STATEMENT 9 5,088,391 STATEMENT 14 10,881,089 Adjustments to shareholders' equity (attach statement) 10,467,972,369) 27 10,616,044,766) Less cost of treasury stock 6,903,266,975 6,425,788,455 Total liabilities and shareholders' equity. Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return Note: The corporation may be required to file Schedule M-3. See instructions. Net income (loss) per books 1 7 Income recorded on books this year not Federal income tax per books 0 included on this return (itemize): 2 Excess of capital losses over capital gains 0 Tax-exempt interest \$ ____0 3 Income subject to tax not recorded on books this year (itemize): 8 Deductions on this return not charged against book income this year (itemize): 5 Expenses recorded on books this year not deducted on this return (itemize): a Depreciation \$ _____ Depreciation \$ _____ **b** Charitable contributions \$ а b Charitable contributions \$ _____ Travel & entertainment \$ _____ 0 C 0 0 Add lines 1 through 5, 10 Income (page 1, line 28) - line 6 less line 9 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L) 11,005,655,888 0 5 Distributions: Balance at beginning of year a Cash Net income (loss) per books -134,728,998 319,921,810 b Stock . . . 2 Other increases (itemize): 0 c Property 6 Other decreases (itemize): STATEMENT 15 5,957,140 7 Add lines 5 and 6 325,878,950 0

10,870,926,890

Add lines 1, 2, and 3 . .

8 Balance at end of year (line 4 less line 7)

10,545,047,940 Form **1120** (2018)

A NA NA NA AND ED tered 02/11/25 22:51:19 Case 24-01533-VFP Doc 30-2

Exhibit A Page 61 of 85 Cost of Goods Sold

Form 1125- A (Rev. November 2018)

Attach to Form 1120, 1120-C, 1120-F, 1120S, or 1065.

OMB No. 1545-0123

Department of the Treasury ► Go to www.irs.gov/Form1125A for the latest information. Internal Revenue Service Name Bed

e			Employer ident	ification r	umber
Bath	& Beyond Inc. and Subsidiaries				
1	Inventory at beginning of year	1		2,700,25	2,851
2	Purchases	2		8,719,43	1,862
3	Cost of labor	3			0
4	Additional section 263A costs (attach schedule) STATEMENT 16	4		-5,08	6,011
5	Other costs (attach schedule) STATEMENT 17	5	-	1,182,57	0,246
6	Total. Add lines 1 through 5	6	1	0,232,02	8,456
7	Inventory at end of year	7		2,512,66	6,849
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2				
	or the appropriate line of your tax return. See instructions	8		7,719,36	1,607
9a	Check all methods used for valuing closing inventory:				
	(i) X Cost				
	(ii) Lower of cost or market				
	(iii) X Other (Specify method used and attach explanation.) ► RETAIL METHOD				
b	Check if there was a writedown of subnormal goods				
С	Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach	Form	970)		
d	If the LIFO inventory method was used for this tax year, enter amount of closing inventory compu	ıted	ı		
	under LIFO	9d	0		
е	If property is produced or acquired for resale, do the rules of section 263A apply to the entity? So	ee ins	tructions	X Yes	No
f	Was there any change in determining quantities, cost, or valuations between opening and closing	g inve	ntory? If "Yes,"		
	attach explanation			Yes	X No

For Paperwork Reduction Act Notice, see separate instructions.

Form 1125- A (Rev. 11- 2018)

ERF

Case 24-01533-VFP Desc

SCHEDULE M-3 (Form 1120)

3-VFP Doe 30/2 N Files 02/11/25 Entered 02/11/25 22:51:19 Exhibit A Page 62 of 85 Net Income (Loss) Reconciliation for Corporations With Total Assets of \$10 Million or More

▶Attach to Form 1120 or 1120- C.

OMB No. 1545-0123

2018

	ortment of the Treasury anal Revenue Service		m1120 for instructions an		information.		
		on parent, if consolidated return))		Emplo	yer identific	ation number
Bed I	Bath & Beyond Inc. and Subsi	diaries					
Cl	heck applicable box(es):	(1) Non- consolidat	ed return	(2) X	Consolidated retu	rn (Form 112	20 only)
		(3) Mixed 1120/L/P	C group	(4)	Dormant subsidia	ries schedule	attached
Pa	rt I Financial Info	ormation and Net Incom	e (Loss) Reconciliat	t ion (see ins	structions)		
1a	Did the corporation file	SEC Form 10- K for its income s	statement period ending wit	th or within t	his tax year?		
	X Yes. Skip lines 1	b and 1c and complete lines 2a	through 11 with respect to	that SEC Fo	orm 10- K.		
		 See instructions if multiple no 			•		
b		pare a certified audited non-tax					
		and complete lines 2a through	11 with respect to that inco	me stateme	nt.		
_	No. Go to line 10		estament for that period0				
С		pare a non-tax-basis income st nes 2a through 11 with respect t	•				
		a through 3c and enter the corp		nor its hook	s and records on lir	no 1a	
2a		ment period: Beginning03		03 02 2		16 4a.	
b		ncome statement been restated					
	<u> </u>	ach an explanation and the amo					
	X No.	•	•				
С	Has the corporation's in	ncome statement been restated	for any of the five income s	tatement pe	riods immediately p	receding the	period on line 2a?
	Yes. (If "Yes," atta	ach an explanation and the amo	ount of each item restated.)				
	X No.						
3a		n's voting common stock public	ly traded?				
	Yes.	F 4-					
	No. If "No," go to		E-b-4d-dd				
b	ctock	corporation's primary U.S. publ	_		BBE	BY	
С		SIP number of the corporation's	primary publicly traded yo	otina			
	common stock		primary passes, added to	9	075	5896100	7
4a	Worldwide consolidated	d net income (loss) from income	statement source identified	d in Part I, lir	ne 1	4a	-137,223,701
b	Indicate accounting sta	ndard used for line 4a (see instr	ructions):				
	(1) X GAAP (2)	IFRS (3) Statutory	` '	· ·	specify)		
5a		cludible foreign entities (attach s			STATEMENT 18	5a (3,565,942)
b		dible foreign entities (attach state		ve amount)	STATEMENT 19	5b	6,060,645
6a		cludible U.S. entities (attach stat				6a (0)
b 7-		dible U.S. entities (attach stateme				6b 7a	0
7a b	Net income (loss) of oth	ner includible foreign disregarde ner includible U.S. disregarded e	u enulles (allach statement) ontitios (attach statement)	,		7b	0
C	Net income (loss) of oth	ner includible entities (attach stat	tement)			7c	0
8		ons of transactions between incl					
					-	8	0
9	Adjustment to reconcile	income statement period to tax	year (attach statement)			9	0
10a	Intercompany dividend	adjustments to reconcile to line	11 (attach statement)			10a	0
b	Other statutory account	ting adjustments to reconcile to l	line 11 (attach statement)			10b	0
С	Other adjustments to re	econcile to amount on line 11 (at	tach statement)			10c	0
11		income statement of includible ust equal Part II, line 30, column				11	-134,728,998
12		(not just the corporation's share				ved on the	
12	following lines.	(not just the corporation's shale	, or are assets and nabilities	J JI UN GIIUU	33 MICIGIOGO OF TOTAL	TOU OII UIC	
	-		Total Assets	Total	Liabilities		
а	Included on Part I, line	4	6,570,540,761	4	,010,209,514		
b	Removed on Part I, line		170,796,248		57,063,155		
C	Removed on Part I, line		0		0		
d	Included on Part I, line	7	0	I	0		

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Schedule M- 3 (Form 1120) 2018	Exhibit A	Page 63 of 85		Page 2
Name of corporation (common parent, if consolidated	d return)			Employer identification numbe
Bed Bath & Beyond Inc. and Subsidiaries				
Check applicable box(es): (1) X Consolidated group (2)	Parent corp (3)	Consolidated eliminations (4)	Subsid	ary corp (5) Mixed 1120/L/PC grou
Check if a sub- consolidated: (6) 1120 group (7)	1120 eliminations			
Name of subsidiary (if consolidated return)				Employer identification numbe

Part II Reconciliation of Net Income (Loss) per Income Statement of Includible Corporations With

Taxable Income per Return (see ins		tomont or morac	and Corporation	
	(a)	(b)	(c)	(d)
Income (Loss) Items	Income (Loss) per	Temporary	Permanent	Income (Loss) per
(Attach statements for lines 1 through 12)	Income Statement	Difference	Difference	Tax Return
1 Income (loss) from equity method foreign corporations	0	0	0	
2 Gross foreign dividends not previously taxed	0	98,318	0	98,318
3 Subpart F, QEF, and similar income inclusions		5,802	48,467	54,269
4 Gross- up for foreign taxes deemed paid		10,029	0	10,029
5 Gross foreign distributions previously taxed	0	0	0	
6 Income (loss) from equity method U.S. corporations	0	0	0	
7 U.S. dividends not eliminated in tax consolidation	0	980,480	0	980,480
8 Minority interest for includible corporations	0	0	0	
9 Income (loss) from U.S. partnerships	0	0	0	0
10 Income (loss) from foreign partnerships	2,088,041	2,533,669	0	4,621,710
11 Income (loss) from other pass-through entities	0	0	0	0
12 Items relating to reportable transactions	0	0	0	0
13 Interest income (see instructions)	10,890,897	-287,794	671,937	11,275,040
14 Total accrual to cash adjustment	0	0	0	0
15 Hedging transactions	0	0	0	0
16 Mark- to- market income (loss)	0	0	0	0
17 Cost of goods sold (see instructions)	(7,711,264,899)	-8,096,708	0	(7,719,361,607)
18 Sale versus lease (for sellers and/or lessors)	0	0	0	0
19 Section 481(a) adjustments		7,191,230	0	7,191,230
20 Unearned/deferred revenue	0	33,033,278	0	33,033,278
21 Income recognition from long- term contracts	0	0	0	0
22 Original issue discount and other imputed interest	0	0	0	0
23a Income statement gain/loss on sale, exchange,				
abandonment, worthlessness, or other disposition of				
assets other than inventory and pass-through entities	28,829,730	-28,829,730	0	
b Gross capital gains from Schedule D, excluding				
amounts from pass-through entities		39,165,392	0	39,165,392
c Gross capital losses from Schedule D, excluding				
amounts from pass-through entities, abandonment				
losses, and worthless stock losses		-208,576	0	-208,576
d Net gain/loss reported on Form 4797, line 17,				
excluding amounts from pass-through entities,				
abandonment losses, and worthless stock losses		411,653	0	411,653
e Abandonment losses		0	0	0
f Worthless stock losses (attach statement)		0	0	0
g Other gain/loss on disposition of assets other than inventory		0	0	0
24 Capital loss limitation and carryforward used		0	0	0
25 Other income (loss) items with differences (attach statement)	8,342,190,438	-6,811,365	0	8,335,379,073 STMT 2
26 Total income (loss) items. Combine lines 1 through 25		39,195,678	720,404	712,650,289
27 Total expense/deduction items (from Part III, line 39)	-3,883,818,585	411,962,337	148,701,934	-3,323,154,314
28 Other items with no differences STATEMENT 21	3,076,355,380			3,076,355,380
29a Mixed groups, see instructions. All others, combine				
lines 26 through 28	-134,728,998	451,158,015	149,422,338	465,851,355
b PC insurance subgroup reconciliation totals	0	0	0	0
c Life insurance subgroup reconciliation totals	0	0	0	0
30 Reconciliation totals. Combine lines 29a through 29c	-134,728,998	451,158,015	149,422,338	465,851,355
				122,1300
Note. Line 30, column (a), must equal Part I, line 11, an	d column (d) must equa	l Form 1120, page 1,	line 28.	

Case 24-01533-VFP	DUC 3U-2 AFMEN	PENTICO	Entereu	02/11/25 22.51.19	Desc
Schedule M- 3 (Form 1120) 2018	Exhibit A	Page 64	of 85		Page 3
Name of corporation (common parent, if	consolidated return)			Employer identi	fication number

Name of corporation (common parent, if consolidated return)	Employer identification number
Bed Bath & Beyond Inc. and Subsidiaries	
Check applicable box(es): (1) X Consolidated group (2) Parent corp (3) Consolidated eliminations (4) Subs	idiary corp (5) Mixed 1120/L/PC grou
Check if a sub- consolidated: (6) 1120 group (7) 1120 eliminations	
Name of subsidiary (if consolidated return)	Employer identification number

Part III Reconciliation of Net Income (Loss) per Income Statement of Includible Corporations With

	(a)	(b)	(c)	(d)
Expense/Deduction Items	Expense per	Temporary	Permanent	Deduction per
	Income Statement	Difference	Difference	Tax Return
1 U.S. current income tax expense	86,369,000	0	-86,369,000	
2 U.S. deferred income tax expense	0	0	0	
3 State and local current income tax expense	-104,469,171	0	113,153,041	8,683,870
4 State and local deferred income tax expense	0	0	0	
5 Foreign current income tax expense (other than				
foreign withholding taxes)	0	0	0	(
6 Foreign deferred income tax expense	0	0	0	
7 Foreign withholding taxes	0	-252,755	0	-252,755
8 Interest expense (see instructions)	81,477,771	0	440,222	81,917,993
9 Stock option expense	0	-7,863,583	0	-7,863,583
Other equity- based compensation	0	27,878,683	-47,950,830	-20,072,147
1 Meals and entertainment	3,567,406	0	-1,787,811	1,779,595
2 Fines and penalties	142,293	0	-142,293	(
3 Judgments, damages, awards, and similar costs	0	0	0	(
4 Parachute payments	0	0	0	(
5 Compensation with section 162(m) limitation	0	0	-10,289,295	-10,289,295
6 Pension and profit-sharing	11,549,816	417,018	0	11,966,834
7 Other post- retirement benefits	0	0	0	(
8 Deferred compensation	0	46,416,612	0	46,416,612
Charitable contribution of cash and tangible property	324,032	19,641,645	0	19,965,677
O Charitable contribution of intangible property	0	0	0	(
1 Charitable contribution limitation/carryforward		0	0	(
2 Domestic production activities deduction (See instr.)		0	0	(
3 Current year acquisition or reorganization investment				
banking fees	0	0	25,246	25,246
4 Current year acquisition or reorganization legal and				
accounting fees	0	0	0	(
5 Current year acquisition/reorganization other costs	0	0	0	C
6 Amortization/impairment of goodwill	0	10,463,174	0	10,463,174
7 Amortization of acquisition, reorganization, and				
start- up costs	0	4,319,893	0	4,319,893
8 Other amortization or impairment write- offs	487,646,166	-340,601,689	-128,604,162	18,440,315
9 Reserved				
0 Depletion	0	0	0	(
1 Depreciation	350,636,734	-168,281,313	0	182,355,421
2 Bad debt expense	490,667	-567,141	0	-76,474
3 Corporate owned life insurance premiums	0	0	0	(
4 Purchase versus lease (for purchasers and/or lessees)	0	0	0	(
5 Research and development costs	0	0	0	(
6 Section 118 exclusion (attach statement)	0	0	0	(
7 Section 162(r)- FDIC premiums paid by certain				
large financial institutions (see instructions)	0	0	0	(
8 Other expense/deduction items with differences		_		
(attach statement) STATEMENT 22	2,966,083,871	-3,532,881	12,822,948	2,975,373,93
9 Total expense/deduction items. Combine lines 1				
through 38. Enter here and on Part II, line 27,				
reporting positive amounts as negative and				
negative amounts as positive	3,883,818,585	-411,962,337	-148,701,934	3,323,154,314

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Credit for Prior Exhibit A Page 65 of 85 — Corporations

2018

Department of the Treasury Internal Revenue Service

► Attach to the corporation's tax return. ▶Go to www.irs.gov/Form8827 for the latest information.

Name Employer identification number Bed Bath & Bevond Inc. and Subsidiaries 1 Alternative minimum tax (AMT) for 2017. Enter the amount from line 14 of the 2017 Form 4626 1 0 37,821,222 Minimum tax credit carryforward from 2017. Enter the amount from line 9 of the 2017 Form 8827 2 2 Enter any 2017 unallowed qualified electric vehicle credit (see instructions) 3 3 0 37,821,222 4 4 5 Enter the corporation's 2018 regular income tax liability minus allowable tax credits (see 89,369,282 5 Enter the refundable minimum tax credit (see instructions) 0 6 6 89,369,282 7 7 Enter the smaller of line 4 or line 7. If the corporation had a post-1986 ownership change or has pre- acquisition excess credits, see instructions 37,821,222 8a Current year minimum tax credit. Enter the smaller of line 4 or line 5 here and on Form 1120, Schedule J, Part I, line 5d (or the applicable line of your return). If the corporation had a post-1986 ownership change or has pre-acquisition excess credits, see instructions. If you made an entry on line 6, go to line 8c. Otherwise, skip line 8c 37,821,222 8b Subtract line 8b from line 8a. This is the current year refundable minimum tax credit. Include this 0 amount on Form 1120, Schedule J, Part III, line 20c (or the applicable line of your return) 8c Minimum tax credit carryforward to 2019. Subtract line 8a from line 4. Keep a record of this amount to carry forward and use in future years 0 9

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	1	C	ase 24-01	.533-V		Meustines 56249 Epinibation Plage			22:5	1:19 L	Desc OMB No. 1545- 0123
	artmer		tire ireasury		ndar year 2018 or	tax year beginning 03	04 , 2018 , e	ending 03 02	, 20_	19	2018
Inte	rnal Re	even	ue Service			v/Form1120 for instruct					
	neck if nsolida					t, and room or suite no. If a P. province, country and ZIP or		ns.	B Em	ployer	identification number
(att	ach Fo	rm 8	351) ^	TYPE							
D Lif	e/nonlit ed retu	re co	ing co.	OR	Bed Bath & Beyond				C Dat	e incorpo	rated
2 Per (att	sonal h	h.P	ing co. 'H)	PRINT	650 Liberty Avenue					05 1	
) Pei	sonal s	ervi	ce corp.		Tax Department				D Tota	al assets	(see instructions)
Scl	nedule	M - 3	3 attached X		Union	NJ 07083			\$		5,788,455
						return (2) Final retur				hange	
	1a	(Gross receipts o	or sales .			1a	11,683,351	,615		
	b		Returns and allo	owances			1b		0		
	С	: E	Balance. Subtra	ct line 1b	from line 1a					1c	11,683,351,615
l n	2	(Cost of goods s	old (attac	h Form 1125-A)					2	7,699,401,336
C	3	(Gross profit. Sul	btract line	2 from line 1c					3	3,983,950,279
o m	4		Dividends and i	nclusions	(Schedule C, line	23, column (a))				4	1,143,096
е	5									5	11,275,040
	6	(Gross rents							6	42,526,754
	7	(Gross royalties							7	5,733,948
	8	(Capital gain net	income (attach Schedule D	(Form 1120))				8	38,956,816
	9	N	Net gain or (loss	s) from Fo	orm 4797, Part II, lii	ne 17 (attach Form 4797)				9	411,653
	10					ement)				10	107,156,478
- 10	11									11	4,191,154,064
(S e	12					attach Form 1125-E)				12	5,321,000
į	13	S	Salaries and wa	iges (less	employment credi	ts)				13	1,258,762,125
s t	14									14	75,170,955
ľ	15	E	Bad debts							15	-76,474
t	16									16	571,233,039
D n e s	17									17	274,919,511
	18	l	nterest (see ins	tructions)						18	81,917,993
d f u o c	19	(Charitable contr	ibutions						19	50,017,624
† ¦	20		Depreciation fro	m Form 4	1562 not claimed o	n Form 1125- A or elsew	here on return (att	ach Form 4562)		20	182,355,421
o m n ‡	21									21	0
s à t	22									22	405,772,651
o n	23	F	Pension, profit-	sharing, e	tc., plans					23	11,966,834
s	24	E	Employee benef	fit prograr	ns					24	152,957,948
ĥ	25	ŀ	Reserved for fut	ture use						25	205 075 750
e d u	26	(Other deduction	ns (attach	statement)			IATEMENT 3		26	665,075,758
ŭ	27	1	Total deduction	ns. Add li	nes 12 through 26					27	3,735,394,385
I I	28					eduction and special ded	1	I	i i	28	455,759,679
n s.	29a	۱ ۱	vet operating lo	ss deduc	tion (see instructio	ns)	29a	5,552, 7,717,	$\overline{}$		
	b					olumn (c))			_	00-	12 260 070
_	30					e 28. See instructions				29c 30	13,269,878 442,489,801
т _										31	60,901,013
a CP	32		Total tax (Sche			Part II, line 12)			•••	32	00,001,010
R d y	33					t tax liability (Schedule J				33	70,495,221
f t m	34					eck if Form 2220 is attach			X	34	0
Tax, ed its, efundant	35					e total of lines 31, 32, and				35	0
l s	36					total of lines 31, 32, and			• • •	36	9,594,208
е	37					ted to 2019 estimated to		0 Refunded	▶	37	9,594,208
		Und	ler penalties of per	rjury, I decla	are that I have examine	ed this return, including according according according are (other than taxpayer)	npanying schedules a				
Si	gn	J-GIII	, n io truo, corret	or, and com	p.s.c. Docimation of p		Jacob on all IIII of III	and a miner prepa			discuss this return
He	re							CIAL OFFICER	with	the prep	arer shown below
		7	Signature of office	er Robyn	D'Elia	Date	Title		See	instructio	Yes No
Pa	id	_	Print/Type prepar	rer's name		Preparer's signature		Date	Check	if	PTIN
Pre	epare								self- er	nployed	
Us	e On	ıly	Firm's name	•						Firm's	EIN ►
			Firm's address	•						Phone	no.
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Bed Bath & Beyond Inc. and Subsidiaries Page 2 Form 1120 (2018) Schedule C Dividends, Inclusions, and Special Deductions (a) Dividends and (b) % (c) Special deductions (see instructions) (a) x (b) Dividends from less-than-20%-owned domestic corporations (other than debt-50 517.542 258.771 financed stock) Dividends from 20%- or- more- owned domestic corporations (other than debt-0 65 0 financed stock) see instructions 0 Dividends on certain debt- financed stock of domestic and foreign corporations 3 0 23.3 Dividends on certain preferred stock of less-than-20%-owned public utilities 0 26.7 Dividends on certain preferred stock of 20%-or-more-owned public utilities 0 5 Dividends from less-than-20%- owned foreign corporations and certain FSCs 0 50 0 6 Dividends from 20%- or- more- owned foreign corporations and certain FSCs 65 7 0 0 100 0 8 see instructions Subtotal. Add lines 1 through 8. See instructions for limitations 517,542 258,771 9 10 Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958 100 0 100 0 11 100 0 12 Dividends from certain FSCs Foreign-source portion of dividends received from a specified 10%-owned foreign 13 corporation (excluding hybrid dividends) (see instructions) 100 0 Dividends from foreign corporations not included on line 3, 6, 7, 8, 11, 12, or 13 14 (including any hybrid dividends) 98,318 see instructions 0 Section 965(a) inclusion 0 15 Subpart F inclusions derived from the sale by a controlled foreign corporation (CFC) of the stock of a lower-tier foreign corporation treated as a dividend (attach Form(s) 0 100 0 **b** Subpart F inclusions derived from hybrid dividends of tiered corporations (attach Form(s) 5471) (see instructions) 0 c Other inclusions from CFCs under subpart F not included on line 15, 16a, 16b, or 17 (attach Form(s) 5471) (see instructions) 5,802 48,467 Global Intangible Low-Taxed Income (GILTI) (attach Form(s) 5471 and Form 8992) 17 Gross- up for foreign taxes deemed paid 10,029 18 IC-DISC and former DISC dividends not included on lines 1, 2, or 3 19 462,938 20 Deduction for dividends paid on certain preferred stock of public utilities 0 21 7,458,499 Section 250 deduction (attach Form 8993) 22 **Total dividends and inclusions.** Add lines 9 through 20. Enter here and on page 1. 23 1,143,096 Total special deductions. Add lines 9 through 22, column (c). Enter here and on page 1, line 29b 7,717,270

Form 1120 (2018) Tax Computation and Payment (see instructions) Schedule J Part I - Tax Computation Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120)). See inst. 1 Income tax. See instructions 2 2 92,922,858 Base erosion minimum tax (attach Form 8991) 3 3 0 Add lines 2 and 3 92,922,858 4 4 Foreign tax credit (attach Form 1118) 2,100,729 5a Credit from Form 8834 (see instructions) 5b General business credit (attach Form 3800) 3,572,099 Credit for prior year minimum tax (attach Form 8827) 26,349,017 5d Bond credits from Form 8912 5e Total credits. Add lines 5a through 5e 6 32,021,845 6 Subtract line 6 from line 4 60,901,013 7 7 Personal holding company tax (attach Schedule PH (Form 1120)) 0 8 8 Recapture of investment credit (attach Form 4255) 0 9a Recapture of low-income housing credit (attach Form 8611) 0 9b Interest due under the look-back method--completed long-term contracts (attach 0 Form 8697)
Interest due under the look- back method- - income forecast method (attach Form 9c 0 0 Alternative tax on qualifying shipping activities (attach Form 8902) 9e 0 Other (see instructions- - attach statement) Total. Add lines 9a through 9f 0 10 10 60,901,013 11 Part II- Section 965 Payments (see instructions) 2018 net 965 tax liability paid from Form 965-B, Part II, column (k), line 2. Enter here and on page 1, line 32 . . 0 Part III- Payments, Refundable Credits, and Section 965 Net Tax Liability 13 8,702,612 2018 estimated tax payments 45.810.000 14 2018 refund applied for on Form 4466 15 15 54,512,612 Combine lines 13, 14, and 15 16 Tax deposited with Form 7004 29,000,000 17 17 Withholding (see instructions) 18 0 Total payments. Add lines 16, 17, and 18 83,512,612 19 Refundable credits from: 20a 0 a Form 2439 0 **b** Form 4136 20b c Form 8827, line 8c 20c 0 d Other (attach statement--see instructions) STATEMENT 4 20d -13.017.391 0 2018 net 965 tax liability from Form 965- B, Part I, column (d), line 2. See instructions 22 Total payments, credits, and section 965 net tax liability. Add lines 19, 21, and 22. Enter here and on page 1, 70,495,221

Form 1120 (2018) Other Information (see instructions) Schedule K No Check accounting method: X Accrual С Other (specify) Yes 2 See the instructions and enter the: Business activity code no. ► 442299 RETAIL SALES Business activity Product or service ► LINENS AND HOUSEWARES C X Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? If "Yes," enter name and EIN of the parent corporation At the end of the tax year: Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part I of Schedule G (Form 1120) (attach Schedule G) X Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all Χ classes of the corporation's stock entitled to vote? If "Yes," complete Part II of Schedule G (Form 1120) (attach Schedule G) At the end of the tax year, did the corporation: Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation not included on Form 851, Affiliations Schedule? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below (ii) Employer Identification Number (if any) (iv) Percentage (iii) Country of Owned in Voting Stock (i) Name of Corporation Incorporation SEE STATEMENT ATTACHED 0.000 0.000 0.000 b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in any foreign or domestic X partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below (ii) Employer Identification Number (iv) Maximum Percentage (iii) Country of (i) Name of Entity Owned in Profit, Organization (if anv) Loss, or Capital BED BATH & BEYOND MEXICO S. DE R.L. DE C.V. 98-0581587 MX 0.000 0.000 0 000 During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? See sections 301 and 316..... X If "Yes," file Form 5452, Corporate Report of Nondividend Distributions. See the instructions for Form 5452. If this is a consolidated return, answer here for the parent corporation and on Form 851 for each subsidiary. At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of the total voting power of all classes of the corporation's stock entitled to vote or at least 25% of the total value of all classes of the corporation's stock? X For rules of attribution, see section 318. If "Yes," enter: (a) Percentage owned ▶_____ and (b) Owner's country ▶ (c) The corporation may have to file Form 5472, Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Enter the number of Forms 5472 attached Check this box if the corporation issued publicly offered debt instruments with original issue discount If checked, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments. Enter the amount of tax-exempt interest received or accrued during the tax year \$\ 529,039\$ 9 Enter the number of shareholders at the end of the tax year (if 100 or fewer) 10 If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here (see instructions) If the corporation is filing a consolidated return, the statement required by Regulations section 1.1502-21(b)(3) must be attached or the election will not be valid. 12 Enter the available NOL carryover from prior tax years (do not reduce it by any deduction reported on page 1, line 29a.) 5.552.608

Case 24-01533-VFP Doc 30-2 Filed 02/11/25 Entered 02/11/25 22:51:19 Desc Bed Bath & Beyond Inc. and Subsidiaries Exhibit AREV Page RECOLOUSED FOR FORM 1139 AS PREVIOUSLY RECALCULATED FOR FORM 1139

Form 1120 (2018) Page 5

Sche	edule K Other Information (continued from page 4)		
13	Are the corporation's total receipts (page 1, line 1a, plus lines 4 through 10) for the tax year and its total assets at the end	Yes	No
	of the tax year less than \$250,000?		X
	If "Yes," the corporation is not required to complete Schedules L, M-1, and M-2. Instead, enter the total amount of		
	cash distributions and the book value of property distributions (other than cash) made during the tax year. 🕨0		
14	Is the corporation required to file Schedule UTP (Form 1120), Uncertain Tax Position Statement? See instructions	X	
	If "Yes," complete and attach Schedule UTP.		
15a	Did the corporation make any payments in 2018 that would require it to file Form(s) 1099?	X	
b	If "Yes," did or will the corporation file all required Forms 1099?	X	
16	During this tax year, did the corporation have an 80% or more change in ownership, including a change due to redemption of its		
	own stock?		X
17	During or subsequent to this tax year, but before the filing of this return, did the corporation dispose of more than 65% (by value)		
	of its assets in a taxable, non-taxable, or tax deferred transaction?		X
18	Did the corporation receive assets in a section 351 transfer in which any of the transferred assets had a fair market basis or fair		
	market value of more than \$1 million?		X
19	During the corporation's tax year, did the corporation make any payments that would require it to file Forms 1042 and 1042-S		
	under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474) of the Code?		X
20	Is the corporation operating on a cooperative basis?		<u> </u>
21	During the tax year, did the corporation pay or accrue any interest or royalty for which the deduction is not allowed under section		
	267A? See instructions		
	267A? See instructions If "Yes," enter the total amount of the disallowed deductions \$ 0 \\ 0 \\ \]		
22	Does the corporation have gross receipts of at least \$500 million in any of the 3 preceding tax years? (See sections 59A(e)(2)		
	and (3))		
	If "Yes," complete and attach Form 8991.		
23	Did the corporation have an election under section 163(j) for any real property trade or business or any farming business in effect		
	during the tax year? See instructions		<u> </u>
24	Does the corporation satisfy one of the following conditions and the corporation does not own a pass-through entity with current		
	year, or prior year carryover, excess business interest expense? See instructions		
а	The corporation's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the		
	current tax year do not exceed \$25 million, and the corporation is not a tax shelter, or		
b	The corporation only has business interest expense from (1) an electing real property trade or business, (2) an electing farming		
	business, or (3) certain utility businesses under section 163(j)(7).		
	If "No," complete and attach Form 8990.		
25	Is the corporation attaching Form 8996 to certify as a Qualified Opportunity Fund?		
	If "Yes," enter amount from Form 8996, line 13		

Case 24-01-588--WFIP and Door 30-2 Filed 02/11/25 Entered 02/11 51:19 Desc

Form		BÝLÍ SUADITUDIÁN ELEZA	TECAL COMBSTED	FOR FORM 1139	Page 6
Sch	edule L Balance Sheets per Books	Beginning	of tax year	End of to	ах уеаг
	Assets	(a)	(b)	(c)	(d)
1	Cash		321,724,187		412,507,825
2a	Trade notes and accounts receivable	129,488,959		81,722,573	
b	Less allowance for bad debts	(0)	129,488,959	(0)	81,722,573
3	Inventories	,	2,625,858,204		2,512,666,849
4	U.S. government obligations		0		0
5	Tax- exempt securities (see instructions)		0		0
6	Other current assets (attach statement)	STATEMENT 5	764,769,205	STATEMENT 10	764,171,932
7		OTATEMENT O	0	OTATEMENT TO	0
	Loans to shareholders		0		0
8	Mortgage and real estate loans		0		0
9	Other investments (attach statement)	4 045 507 540	U	F 440 000 07F	U
10a	Buildings and other depreciable assets	4,815,527,512	4 704 004 040	5,118,886,075	4 075 400 070
b	Less accumulated depreciation	(3,093,593,266)	1,721,934,246		1,675,429,672
11a	Depletable assets	0		0	2
b	Less accumulated depletion	(0)	0	(0)	0
12	Land (net of any amortization)	_	151,218,997		144,626,002
13a	Intangible assets (amortizable only)	0		0	
b	Less accumulated amortization	(0)	0	(0)	0
14	Other assets (attach statement)	STATEMENT 6	1,188,273,177	STATEMENT 11	834,663,602
15	Total assets		6,903,266,975		6,425,788,455
	Liabilities and Shareholders' Equity				
16	Accounts payable		1,065,961,067		985,887,625
17	Mortgages, notes, bonds payable in less than 1 year		1,501,542		3,318,744
18	Other current liabilities (attach statement)	STATEMENT 7	1,051,621,746	STATEMENT 12	579,935,053
19	Loans from shareholders		0		0
20	Mortgages, notes, bonds payable in 1 year or more		101,713,421		100,876,267
21	Other liabilities (attach statement)	STATEMENT 8	2,079,462,099	STATEMENT 13	2,694,945,699
22	Capital stock: a Preferred stock	0		0	
	b Common stock	2,296,230	2,296,230	2,304,100	2,304,100
23	Additional paid- in capital		2,057,938,960		2,118,636,704
24	Retained earnings - Appropriated (attach statement)		0		0
25	Retained earnings - Unappropriated		11,005,655,888		10,545,047,940
26	Adjustments to shareholders' equity (attach statement)	STATEMENT 9	5,088,391	STATEMENT 14	10,881,089
27	Less cost of treasury stock		(10,467,972,369)		(10,616,044,766)
28	Total liabilities and shareholders' equity,		6,903,266,975		6,425,788,455
Sch	edule M-1 Reconciliation of Inco	me (Loss) per Bo	oks With Income	per Return	
	Note: The corporation may be	e required to file Sched	ule M-3. See instructio	ns.	
1	Net income (loss) per books	0	7 Income recorded	on books this year not	
2	Federal income tax per books	0	included on this re	eturn (itemize):	
3	Excess of capital losses over capital gains		Tax- exempt interest	\$ 0	
4	Income subject to tax not recorded on books				
	this year (itemize):			0	0
		0	8 Deductions on this		
5	Expenses recorded on books this year not			me this year (itemize):	
	deducted on this return (itemize):			0	
а	Depreciation \$ 0		b Charitable contribu	utions \$ 0	
b	Charitable contributions \$ 0				_
c	Travel & entertainment \$ 0			0	0
-	0	0	9 Add lines 7 and 8		0
6	Add lines 1 through 5		10 Income (nage 1 line 2)	R) - line 6 less line Q	0
Sch	Add lines 1 through 5	iated Retained Ea	arnings per Book	s (Line 25. Schedule	e L)
1	Balance at beginning of year	l .		a Cash	0
2	Net income (loss) per books			b Stock	319,921,810
3	Other increases (itemize):	.57,725,500			0
9	Outor increases (iteniae).		6 Other decreases star	c Property nize): STATEMENT 15	5,957,140
		0	7 Add lines 5 and 6		325 878 950

0

10,870,926,890

Add lines 1, 2, and 3.

10,545,047,940 Form **1120** (2018)

325,878,950

7 Add lines 5 and 6

8 Balance at end of year (line 4 less line 7)

Case 24-01533-VFR (1000) 20-5190 02/11/25 Filed 02/

Form 1125- A

(Rev. November 2018)

Department of the Treasury Internal Revenue Service

Cost of Goods Sold

► Attach to Form 1120, 1120- C, 1120- F, 1120S, or 1065.

Go to www.irs.gov/Form1125A for the latest information.

OMB No. 1545-0123

Bed Bath	A.B. III IOII''						
	& Beyond Inc. and Subsidiaries						
1	Inventory at beginning of year	1	2,700,252,851				
	Purchases		8,719,431,862				
3	Cost of labor	3	0				
4	Additional section 263A costs (attach schedule) STATEMENT 16	4	-5,086,011				
5	Other costs (attach schedule) STATEMENT 17	5	-1,202,530,517				
6	Total. Add lines 1 through 5	6	10,212,068,185				
7	Inventory at end of year	7	2,512,666,849				
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2	2					
	or the appropriate line of your tax return. See instructions	8	7,699,401,336				
	Check all methods used for valuing closing inventory:						
	(i) X Cost						
	(ii) Lower of cost or market						
	(iii) X Other (Specify method used and attach explanation.) ► RETAIL METHOD						
b	Check if there was a writedown of subnormal goods		> [
	Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attac						
	If the LIFO inventory method was used for this tax year, enter amount of closing inventory cor						
	under LIFO	9d	0				
	If property is produced or acquired for resale, do the rules of section 263A apply to the entity?	See ins	structions X Yes N				
	Was there any change in determining quantities, cost, or valuations between opening and clo						
	attach explanation	-	Yes X N				

For Paperwork Reduction Act Notice, see separate instructions.

Form 1125- A (Rev. 11- 2018)

ERF

Case 24-01533-VFB-D00 30-2 Desc

SCHEDULE M-3 (Form 1120)

Net Income (Loss) Reconciliation for Corporations With Total Assets of \$10 Million or More

►Attach to Form 1120 or 1120- C.

2018

Department of the Treasury

OMB No. 1545-0123

Interr	nal Revenue Service Go to www.irs.go	v/Form1120 for instructions an	d the latest	information.				
	e of corporation (common parent, if consolidated re	eturn)		Emplo	yer identific	cation number		
	Bath & Beyond Inc. and Subsidiaries							
Cl	heck applicable box(es): (1) Non-consc	olidated return	(2) X	Consolidated retu	rn (Form 11	20 only)		
	(3) Mixed 112	0/L/PC group	(4)	Dormant subsidia	rios eshadul	lo attached		
		3 1			nes schedul	e allacried		
Pai	rt I Financial Information and Net In	come (Loss) Reconciliat	ion (see ins	structions)				
1a	Did the corporation file SEC Form 10- K for its inco	ome statement period ending wit	th or within th	his tax year?				
	X Yes. Skip lines 1b and 1c and complete line	es 2a through 11 with respect to	that SEC Fo	rm 10- K.				
	No. Go to line 1b. See instructions if multip	ole non-tax-basis income staten	nents are pre	epared.				
b	Did the corporation prepare a certified audited nor							
	Yes. Skip line 1c and complete lines 2a thro	ough 11 with respect to that inco	me statemen	nt.				
_	No. Go to line 1c.	me statement for that period?						
С	Did the corporation prepare a non-tax-basis incomplete lines 2a through 11 with response	·						
	No. Skip lines 2a through 3c and enter the		per its books	s and records on li	ne 4a			
2a	Enter the income statement period: Beginning		03 02 2					
b	Has the corporation's income statement been rest	ated for the income statement po	eriod on line	2a?				
	Yes. (If "Yes," attach an explanation and the	e amount of each item restated.)						
	X No.							
С	Has the corporation's income statement been restated for any of the five income statement periods immediately preceding the period on line 2a?							
	Yes. (If "Yes," attach an explanation and the X No.	e amount of each item restated.)						
3a	Is any of the corporation's voting common stock p	uplicly traded?						
ou	X Yes.	ability traded:						
	No. If "No," go to line 4a.							
b	Enter the symbol of the corporation's primary U.S.	publicly traded voting common						
	stock			BB	3 Y			
С	Enter the nine-digit CUSIP number of the corpora	tion's primary publicly traded vo	ting			_		
_	common stock		Li- D-41 Ii-		5896100	-137,223,701		
4a b	Worldwide consolidated net income (loss) from in- Indicate accounting standard used for line 4a (see		ı in Part I, iin	ie 1	4a	- 137 , 223 , 701		
b		tory (4) Tax-basis (5)	Other (s	specify)				
5a	Net income from nonincludible foreign entities (att			STATEMENT 17	5a (3,565,942)		
b	Net loss from nonincludible foreign entities (attach			STATEMENT 18	5b	6,060,645		
6a	Net income from nonincludible U.S. entities (attack				6a (0)		
b	Net loss from nonincludible U.S. entities (attach st	•			6b	0		
7a	Net income (loss) of other includible foreign disreg				7a	0		
b	Net income (loss) of other includible U.S. disregar				7b	0		
С 8	Net income (loss) of other includible entities (attac Adjustment to eliminations of transactions between				7c			
•	statement)				8	0		
9	Adjustment to reconcile income statement period	to tax year (attach statement)			9	0		
l0a	Intercompany dividend adjustments to reconcile to				10a	0		
b	Other statutory accounting adjustments to reconci	le to line 11 (attach statement)			10b	0		
С	Other adjustments to reconcile to amount on line	11 (attach statement)			10c	0		
11	Net income (loss) per income statement of incl				11	-134,728,998		
12	Note. Part I, line 11, must equal Part II, line 30, co Enter the total amount (not just the corporation's s				avod on the			
12	following lines.	onare) or the assets and habilities	s or all ettude	s included of remo	wed on the			
	5	Total Assets	Total	Liabilities				
а	Included on Part I, line 4	6,570,540,761	4,	010,209,514				
b	Removed on Part I, line 5	170,796,248		57,063, 1 55				
C	Removed on Part I, line 6	0		0				
d	Included on Part I, line 7	0	1	0				

Case 24-01533-VFR PROCESUS PROCESS PRO

Schedule M- 3 (Form 1120) 2018	Exhibit A	Page 74 of 85		Page 2
Name of corporation (common parent, if consolidate	ed return)			Employer identification numbe
Bed Bath & Beyond Inc. and Subsidiaries				
Check applicable box(es): (1) X Consolidated group (2)	Parent corp (3)	Consolidated eliminations (4)	Subsidi	ary corp (5) Mixed 1120/L/PC grou
Check if a sub-consolidated: (6) 1120 group (7)	1120 eliminations			
Name of subsidiary (if consolidated return)	Employer identification numbe			

Part II Reconciliation of Net Income (Loss) per Income Statement of Includible Corporations With Taxable Income per Return (see instructions)

	(a)	(b)	(c)	(d)
	Income (Loss) per	Temporary	Permanent	Income (Loss) per
)	Income Statement	Difference	Difference	Tax Return
orations	0	0	0	
	0		0	98,318
			48,467	54,269
		10,029	0	10,029
	0	0	0	
		0	0	
	_	980,480	0	980,480
	_	0	0	
	0	0	0	0
	2,088,041	2,533,669	0	4,621,710
	0	0	0	0
	0	0	0	0
	10,890,897	-287,794	671,937	11,275,040
	0	0	0	0
	0	0	0	0
	0	0	0	0
	(7,691,304,628)	-8,096,708	0	(7,699,401,336)
	0	0	0	0
		7,191,230	0	7,191,230
	0	33,033,278	0	33,033,278
	0	0	0	0
	0	0	0	0
• •				
on of				
	28,829,730	-28,829,730	0	
		39,165,392	0	39,165,392
		-208,576	0	-208,576
es		411,653	0	411,653
		0	0	0
		0	0	0
		0	0	0
		0	0	0
	8,342,190,438	-6,811,365	0	8,335,379,073 STMT 20
	692,694,478	39,195,678	720,404	732,610,560
	-3,903,778,856	411,962,337	138,610,258	-3,353,206,261
	3,076,355,380			3,076,355,380
				-
	-134,728,998	451,158,015	139,330,662	455,759,679
	0	0	0	0
	0	0	0	0
gh 29c	-134,728,998	451,158,015	139,330,662	455,759,679
	es nent) rough 25 line 39) NT 21 abline	Income Statement orations orations o o o o o tions o 2,088,041 o 2,088,041 o 10,890,897 o (7,691,304,628) o o (7,691,304,628) o o story o est o o 28,829,730 o o o o o o o o o o o o o	Income Statement Difference	Income Statement

Case 24-01533-VEPREDICULAR DESCRIPTION DESCRIPTION OF THE PROPERTY OF THE PROP

Schedule M- 3 (Form 1120) 2018	Exhibit A	Page 75 of 85			Page 3
Name of corporation (common parent, if consolidate	d return)			Employer identifi	ication number
Bed Bath & Beyond Inc. and Subsidiaries					
Check applicable box(es): (1) X Consolidated group (2)	Parent corp (3)	Consolidated eliminations (4)	Subsid	diary corp (5) Mix	ced 1120/L/PC group
Check if a sub-consolidated: (6) 1120 group (7)	1120 eliminations				
Name of subsidiary (if consolidated return)		Employer identifi	cation number		

	Reconciliation of Net Income (Los Taxable Income per Return-Expen	nse/Deduction Ite	ms (see instructions)	nis with
	,	(a)	(b)	(c)	(d)
	Expense/Deduction Items	Expense per	Temporary	Permanent	Deduction per
	•	Income Statement	Difference	Difference	Tax Return
1 U.S. cu	rrent income tax expense	86,369,000	0	-86,369,000	
2 U.S. de	ferred income tax expense	0	0	0	
3 State ar	nd local current income tax expense	-104,469,171	0	113,153,041	8,683,870
4 State ar	nd local deferred income tax expense	0	0	0	
5 Foreign	current income tax expense (other than withholding taxes)	0	0	0	0
	deferred income tax expense	0	0	0	
		0	-252,755	0	-252,755
	expense (see instructions)	81,477,771	0	440,222	81,917,993
9 Stock o	ption expense	0	-7,863,583	0	-7,863,583
10 Other e	quity- based compensation	0	27,878,683	-47,950,830	-20,072,147
11 Mosle s	and entertainment	3,567,406	0	-1,787,811	1,779,595
12 Einoc or	and entertainment Ind penalties	142,293	0	-142,293	1,770,000
		0	0	0	0
13 Juagme	ents, damages, awards, and similar costs	0	0	0	0
14 Parachi	ute payments	0			10, 200, 205
15 Compe	nsation with section 162(m) limitation		0	-10,289,295	-10,289,295
16 Pension	n and profit- sharing	11,549,816	417,018	0	11,966,834
	ost- retirement benefits	0	0	0	0
	d compensation	0	46,416,612	0	46,416,612
property	`	20,284,303	19,641,645	10,091,676	50,017,624
20 Charital	ble contribution of intangible property	0	0	0	0
	ble contribution limitation/carryforward		0	0	0
22 Domest	ic production activities deduction (See instr.)		0	0	0
	year acquisition or reorganization investment	0	0	25,246	25,246
	year acquisition or reorganization legal and ting fees	0	0	0	0
25 Current	year acquisition/reorganization other costs	0	0	0	0
26 Amortiz	ation/impairment of goodwill	0	10,463,174	0	10,463,174
	ation of acquisition, reorganization, and	0	4,319,893	0	4,319,893
28 Other a	mortization or impairment write- offs	487,646,166	-340,601,689	-128,604,162	18,440,315
29 Reserve					
30 Depletion		0	0	0	0
31 Depreci	:_4:	350,636,734	-168,281,313	0	182,355,421
32 Bad del		490,667	-567,141	0	-76,474
	ate owned life insurance premiums	0	0	0	0
_	se versus lease (for purchasers and/or lessees)	0	0	0	0
		0	0	0	0
	ch and development costs	0	0	0	0
	118 exclusion (attach statement)	0	0	0	0
	162(r)- FDIC premiums paid by certain	0	0	0	0
_	nancial institutions (see instructions)	U	0	0	0
	xpense/deduction items with differences statement) STATEMENT 22	2,966,083,871	-3,532,881	12,822,948	2,975,373,938
	expense/deduction items. Combine lines 1				
_	n 38. Enter here and on Part II, line 27,				
reportin	ng positive amounts as negative and		l	I	

Case 24-01533-VFD Dec 2012 Notice 12/11/25 Description 2/11/25 22:51:19 Desc

Form **8827**Department of the Treasury Internal Revenue Service

Credit for Prior Year Minimum Tax Corporations

OMB No. 1545-0123

2018

Name Employer identification number Go to www.irs.gov/Form8827 for the latest information. Bed Bath & Beyond Inc. and Subsidiaries 1 Alternative minimum tax (AMT) for 2017. Enter the amount from line 14 of the 2017 Form 4626 1 0 Minimum tax credit carryforward from 2017. Enter the amount from line 9 of the 2017 Form 8827 26,349,017 2 2 Enter any 2017 unallowed qualified electric vehicle credit (see instructions) 3 3 0 26,349,017 4 4 5 Enter the corporation's 2018 regular income tax liability minus allowable tax credits (see 87,250,030 5 Enter the refundable minimum tax credit (see instructions) 6 6 87,250,030 7 7 Enter the smaller of line 4 or line 7. If the corporation had a post-1986 ownership change or has pre- acquisition excess credits, see instructions 26,349,017 8a Current year minimum tax credit. Enter the smaller of line 4 or line 5 here and on Form 1120, Schedule J, Part I, line 5d (or the applicable line of your return). If the corporation had a post-1986 ownership change or has pre-acquisition excess credits, see instructions. If you made an entry on line 6, go to line 8c. Otherwise, skip line 8c 26,349,017 8b Subtract line 8b from line 8a. This is the current year refundable minimum tax credit. Include this 0 amount on Form 1120, Schedule J, Part III, line 20c (or the applicable line of your return) 8c Minimum tax credit carryforward to 2019. Subtract line 8a from line 4. Keep a record of this amount to carry forward and use in future years 0 9

F8.00.01

EXHIBIT C

20230930-DK-Butterfly-1, Inc. (f/k/a Bed Bath & Beyond Inc.) and Subsidiaries P.O. Box 1596 Union, NJ 07083

Date:

March 26, 2024

Taxpayer ID number (last 4 digits):

0488

Form:

1120-X

Tax period ended:

March 3, 2018

Amount claimed:

\$13,637,620.00 Date claim received:

12/19/2022

Person to contact:

Kimberly Spina

Employee ID number:

07-05172

Contact telephone number:

973-829-7445 Fax number:

877-538-2540
Response due date:

. April 25, 2024

Dear Mr. Michael Goldberg,

We examined your claim and propose:

Full disallowance - as explained at the end of this letter. If you accept our findings, sign, date and return one copy of the enclosed Form 3363, Acceptance of Proposed Disallowance of Claim for Refund or Credit, and Form 2297, Waiver of Statutory Notification of Claim Disallowance. Note: If your claim involves a joint return, both taxpayers must sign the forms.

If you don't agree with our findings

You can contact the person shown above to request a meeting or telephone conference with me. If you still don't agree with our findings, you can request a conference with our Independent Office of Appeals (Appeals).

If the claimed refund or proposed change to tax, penalties or both is:

- \$25,000 or less for each referenced tax period; send us a letter requesting Appeals consideration that tells us what you don't agree with and the reasons why.
- More than \$25,000 for any referenced tax period; you must follow the instructions in the enclosed Publication 3498 to prepare a formal protest.

What we'll do if you don't reply by the response due date

We'll process your case based on the proposed findings and send you a statutory notice of claim disallowance. The notice will explain how to bring suit in court for the recovery of any tax, penalties, or other amounts. The law permits you to file suit within 2 years from the date we mail the notice.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Case 24-01533-VFP Doc 30-2 Filed 02/11/25 Entered 02/11/25 22:51:19 Desc Exhibit A Page 79 of 85

Thank you for your cooperation.

Sincerely,

A street of

Digitally signed by Kimberly R. Spina Date: 2024.03.26 11:58:35 -04'00'

Kimberly Spina

Senior Internal Revenue Agent

Enclosures:

Form 3363

Form 2297

Publication 3498

Attachment: Memorandum on Disallowance

Reason for Disallowance:

On December 19, 2022, you filed a claim using Form 1120X for a refund of \$(13,637,620) for tax year 201802. As a result of our review, we have disallowed your claim. Please see the attached memo outlining the reasons for disallowance.

Case 24-01533-VFP Doc 30-2 Filed 02/11/25 Entered 02/11/25 22:51:19 Desc Exhibit A Page 80 of 85

2023<u>0930-DK-Butterfly-1, Inc.</u> (f/k/a Bed Bath & Beyond, Inc.) and Subsidiaries EIN:

Attachment: **Memorandum on Disallowance**

For tax years ending March 3, 2018, ("TY 201802") and March 2, 2019, ("TY 201902") the Taxpayer ("TP"), formerly conducting business under the name "Bed Bath & Beyond, Inc.," filed Forms 1120, U.S. Corporation Income Tax Return, and claimed deductions for charitable contributions on Line 19 of Page 1. On these originally filed returns, TP claimed the enhanced contribution deduction under IRC § 170(e)(3) for contributions of inventory. The amount of contribution TP could claim was subject to the taxable income limitation under IRC § 170(b)(2).

On December 15, 2022, TP filed a Form 1120X, Amended U.S. Corporation Income Tax Return, for TY 201802. TP stated that based on Notice 2008-90 they "elect" to apply the enhanced deduction to some or all of their donations made during the taxable year. They indicated they are applying the "general section 170 rules" under Treas. Reg. § 1.170A-1(c)(4) so that the costs incurred in the year of contribution for inventory donated within the same taxable year will remain in Cost of Goods Sold (COGS) and thus be deducted under IRC § 162.

After the opening conference was held on March 9, 2023, TP notified the IRS that they also intend to file an amended return for TY 201912. The amended return was filed with similar changes to their charitable contribution deduction. The TP emailed the Form 1120X directly to the Team Coordinator on May 25, 2023. TP included the same explanation of changes to their computation of the deduction for charitable contributions with the 201902 amended return as was included with the 201802 amended return.

The IRS believes that TP irrevocably elected the enhanced method for computing the charitable contribution deduction under IRC § 170(e)(3). Elective choices are binding after the period for filing expires and can only be changed thereafter with the consent of the Commissioner (*Pacific Nat'l Co. v. Welch*, 304 U.S. 191 (1938)).

Under the judicial doctrine of election as stated by the Tax Court in *Grynberg v. Commissioner*, 83 T.C. 255 (1984), an election has been made when two elements are met: (1) there must be a free choice between two or more alternatives, and (2) there must an overt act by the taxpayer communicating the choice. The facts prove that TP met both elements of the election doctrine. TP computed and claimed the enhanced contribution deduction on their originally filed returns for both tax years ending March 3, 2018, and March 2, 2019. This is evidenced by the filing of Form 8283 claiming the enhanced contribution deduction.

¹ On September 21, 2023, the Taxpayer changed their corporate name from "Bed Bath & Beyond, Inc." to "20230930-DK-Butterfly-1, Inc.," and such change is reflected in an amendment filing to their certificate of incorporation.

Case 24-01533-VFP Doc 30-2 Filed 02/11/25 Entered 02/11/25 22:51:19 Desc Exhibit A Page 81 of 85

2023<u>0930-DK-Butterfly-1</u>, Inc. (f/k/a Bed Bath & Beyond, Inc.) and Subsidiaries EIN:

Attachment: **Memorandum on Disallowance**

Grynberg lays out examples of arguments that are not valid exceptions to the irrevocability of elections. Among others, the Tax Court listed oversight, poor judgment, unawareness of tax consequences of making an election, and unexpected subsequent events to be insufficient arguments to mitigate the binding effect of elections. An unexpected subsequent event such as loss of profits, changes in consumer trends, and bankruptcy are determined to be insufficient reasons for allowing a change in election. TP made an election to compute the deduction under the enhanced contribution method and are requesting to undo their election. However, the Tax Court has ruled that an "election" cannot be revoked on an amended return after the filing deadline for the original return has passed (see Alabama Pipe Co. v. Commissioner, 23 T.C. 95 (1954), regarding irrevocability of an election under section 170(a)(2)).

In addition, TP failed to submit a sufficient claim for refund as required by Treas. Reg. § 301.6402-2(b)(1). Under IRC § 170(e)(1) and Treas. Reg. § 170A-1(c)(4), a taxpayer can claim the cost basis of donated inventory as COGS only when the inventory is produced or acquired in the same taxable year as it was donated. TP's explanatory letter did not include sufficient facts of the exact basis for the refund because they failed to establish that the charitable contributions in 201802 and 201902 for which they now seek to deduct as COGS on amended returns were current-year acquisitions. The TP filed Forms 8283 with their originally filed tax returns for both 201802 and 201902 that listed "VARIOUS" in Section B, Part I, Section 5, Column d as the "date acquired by the donor." With the absence of any additional information included on the form, or with the amended return, the Service must revert to the form instructions where it states, "if you are donating a group of similar items and you acquired the items on various dates (but have held all the items for at least 12 months), you can enter 'Various.'" Based on the TP's submission on Form 8283, the word "various" must be interpreted as items donated that have been held for longer than 12 months. Thus, even if Notice 2008-90 was applicable, it would not produce the effects that TP claims on their amended returns.

TP made irrevocable elections on their originally filed returns to apply the enhanced method for computing the deductions for their charitable contributions of inventory. The two-prong criteria for applying election doctrine are satisfied in this case and the TP does not meet any of the exceptions that would allow them to change their election on an amended return. TP did not submit a sufficient claim for refund because they failed to state facts demonstrating that the contributions were current-year acquisitions. For the reasons set forth above, the claims filed on Forms 1120X for years ending March 3, 2018, and March 2, 2019, are denied.

20230930-DK-Butterfly-1, Inc. (f/k/a Bed Bath & Beyond Inc.) and Subsidiaries P.O. Box 1596 Union, NJ 07083

Date:

March 26, 2024

Taxpayer ID number (last 4 digits):

0488

Form:

1120-X

Tax period ended:

March 2, 2019

Amount claimed:

\$9,352,953.00

Date claim received:

05/25/2023

Person to contact: Kimberly Spina

Employee ID number:

07-05172

Contact telephone number:

973-829-7445
Fax number:
877-538-2540

Response due date: April 25, 2024

Dear Mr. Michael Goldberg,

We examined your claim and propose:

Full disallowance - as explained at the end of this letter. If you accept our findings, sign, date and return one copy of the enclosed Form 3363, Acceptance of Proposed Disallowance of Claim for Refund or Credit, and Form 2297, Waiver of Statutory Notification of Claim Disallowance. Note: If your claim involves a joint return, both taxpayers must sign the forms.

If you don't agree with our findings

You can contact the person shown above to request a meeting or telephone conference with me. If you still don't agree with our findings, you can request a conference with our Independent Office of Appeals (Appeals).

If the claimed refund or proposed change to tax, penalties or both is:

- \$25,000 or less for each referenced tax period; send us a letter requesting Appeals consideration that tells us what you don't agree with and the reasons why.
- More than \$25,000 for any referenced tax period; you must follow the instructions in the enclosed Publication 3498 to prepare a formal protest.

What we'll do if you don't reply by the response due date

We'll process your case based on the proposed findings and send you a statutory notice of claim disallowance. The notice will explain how to bring suit in court for the recovery of any tax, penalties, or other amounts. The law permits you to file suit within 2 years from the date we mail the notice.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

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Thank you for your cooperation.

Sincerely,

A street of

Digitally signed by Kimberly R. Spina Date: 2024.03.26 12:15:46 -04'00'

Kimberly Spina

Senior Internal Revenue Agent

Enclosures:

Form 3363

Form 2297

Publication 3498

Attachment: Memorandum on Disallowance

Reason for Disallowance:

On May 25, 2023 you filed a claim using Form 1120X for a refund of \$(9,352,953) for tax year 201902. As a result of our review, we have disallowed your claim. Please see the attached memo outlining the reasons for disallowance.

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20230930-DK-Butterfly-1, Inc. (f/k/a Bed Bath & Beyond, Inc.) and Subsidiaries EIN:

Attachment: **Memorandum on Disallowance**

For tax years ending March 3, 2018, ("TY 201802") and March 2, 2019, ("TY 201902") the Taxpayer ("TP"), formerly conducting business under the name "Bed Bath & Beyond, Inc.," filed Forms 1120, U.S. Corporation Income Tax Return, and claimed deductions for charitable contributions on Line 19 of Page 1. On these originally filed returns, TP claimed the enhanced contribution deduction under IRC § 170(e)(3) for contributions of inventory. The amount of contribution TP could claim was subject to the taxable income limitation under IRC § 170(b)(2).

On December 15, 2022, TP filed a Form 1120X, Amended U.S. Corporation Income Tax Return, for TY 201802. TP stated that based on Notice 2008-90 they "elect" to apply the enhanced deduction to some or all of their donations made during the taxable year. They indicated they are applying the "general section 170 rules" under Treas. Reg. § 1.170A-1(c)(4) so that the costs incurred in the year of contribution for inventory donated within the same taxable year will remain in Cost of Goods Sold (COGS) and thus be deducted under IRC § 162.

After the opening conference was held on March 9, 2023, TP notified the IRS that they also intend to file an amended return for TY 201912. The amended return was filed with similar changes to their charitable contribution deduction. The TP emailed the Form 1120X directly to the Team Coordinator on May 25, 2023. TP included the same explanation of changes to their computation of the deduction for charitable contributions with the 201902 amended return as was included with the 201802 amended return.

The IRS believes that TP irrevocably elected the enhanced method for computing the charitable contribution deduction under IRC § 170(e)(3). Elective choices are binding after the period for filing expires and can only be changed thereafter with the consent of the Commissioner (*Pacific Nat'l Co. v. Welch*, 304 U.S. 191 (1938)).

Under the judicial doctrine of election as stated by the Tax Court in *Grynberg v. Commissioner*, 83 T.C. 255 (1984), an election has been made when two elements are met: (1) there must be a free choice between two or more alternatives, and (2) there must an overt act by the taxpayer communicating the choice. The facts prove that TP met both elements of the election doctrine. TP computed and claimed the enhanced contribution deduction on their originally filed returns for both tax years ending March 3, 2018, and March 2, 2019. This is evidenced by the filing of Form 8283 claiming the enhanced contribution deduction.

¹ On September 21, 2023, the Taxpayer changed their corporate name from "Bed Bath & Beyond, Inc." to "20230930-DK-Butterfly-1, Inc.," and such change is reflected in an amendment filing to their certificate of incorporation.

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2023<u>0930-DK-Butterfly-1</u>, Inc. (f/k/a Bed Bath & Beyond, Inc.) and Subsidiaries EIN:

Attachment: **Memorandum on Disallowance**

Grynberg lays out examples of arguments that are not valid exceptions to the irrevocability of elections. Among others, the Tax Court listed oversight, poor judgment, unawareness of tax consequences of making an election, and unexpected subsequent events to be insufficient arguments to mitigate the binding effect of elections. An unexpected subsequent event such as loss of profits, changes in consumer trends, and bankruptcy are determined to be insufficient reasons for allowing a change in election. TP made an election to compute the deduction under the enhanced contribution method and are requesting to undo their election. However, the Tax Court has ruled that an "election" cannot be revoked on an amended return after the filing deadline for the original return has passed (see Alabama Pipe Co. v. Commissioner, 23 T.C. 95 (1954), regarding irrevocability of an election under section 170(a)(2)).

In addition, TP failed to submit a sufficient claim for refund as required by Treas. Reg. § 301.6402-2(b)(1). Under IRC § 170(e)(1) and Treas. Reg. § 170A-1(c)(4), a taxpayer can claim the cost basis of donated inventory as COGS only when the inventory is produced or acquired in the same taxable year as it was donated. TP's explanatory letter did not include sufficient facts of the exact basis for the refund because they failed to establish that the charitable contributions in 201802 and 201902 for which they now seek to deduct as COGS on amended returns were current-year acquisitions. The TP filed Forms 8283 with their originally filed tax returns for both 201802 and 201902 that listed "VARIOUS" in Section B, Part I, Section 5, Column d as the "date acquired by the donor." With the absence of any additional information included on the form, or with the amended return, the Service must revert to the form instructions where it states, "if you are donating a group of similar items and you acquired the items on various dates (but have held all the items for at least 12 months), you can enter 'Various.'" Based on the TP's submission on Form 8283, the word "various" must be interpreted as items donated that have been held for longer than 12 months. Thus, even if Notice 2008-90 was applicable, it would not produce the effects that TP claims on their amended returns.

TP made irrevocable elections on their originally filed returns to apply the enhanced method for computing the deductions for their charitable contributions of inventory. The two-prong criteria for applying election doctrine are satisfied in this case and the TP does not meet any of the exceptions that would allow them to change their election on an amended return. TP did not submit a sufficient claim for refund because they failed to state facts demonstrating that the contributions were current-year acquisitions. For the reasons set forth above, the claims filed on Forms 1120X for years ending March 3, 2018, and March 2, 2019, are denied.